

Freeport LNG Development, L.P.
Chapter 313 Application to Brazosport ISD
Cummings Westlake, LLC

TAB 1

Pages 1 through 9 of application.

TAB TO APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED
PROPERTY BY FREEPORT LNG DEVELOPMENT, L.P. TO BRAZOSPORT ISD

Application for Appraised Value Limitation on Qualified Property
(Tax Code, Chapter 313, Subchapter B or C)



Economic Development
and Analysis
Form 50-296-A

INSTRUCTIONS: This application must be completed and filed with the school district. In order for an application to be processed, the governing body (school board) must elect to consider an application, but — by Comptroller rule — the school board may elect to consider the application only after the school district has received a completed application. Texas Tax Code, Section 313.025 requires that any completed application and any supplemental materials received by the school district must be forwarded within seven days to the Comptroller of Public Accounts.

If the school board elects to consider the application, the school district must:

- notify the Comptroller that the school board has elected to consider the application. This notice must include:
 - the date on which the school district received the application;
 - the date the school district determined that the application was complete;
 - the date the school board decided to consider the application; and
 - a request that the Comptroller prepare an economic impact analysis of the application;
- provide a copy of the notice to the appraisal district;
- must complete the sections of the application reserved for the school district and provide information required in the Comptroller rules located at 34 Texas Administrative Code (TAC) Section 9.1054; and
- forward the original hard copy of the completed application to the Comptroller in a three-ring binder with tabs, as indicated on page 9 of this application, separating each section of the documents, in addition to an electronic copy on CD. See 34 TAC Chapter 9, Subchapter F.

The governing body may, at its discretion, allow the applicant to supplement or amend the application after the filing date, subject to the restrictions in 34 TAC Chapter 9, Subchapter F.

When the Comptroller receives the notice and required information from the school district, the Comptroller will publish all submitted application materials on its website. The Comptroller is authorized to treat some application information as confidential and withhold it from publication on the Internet. To do so, however, the information must be segregated and comply with the other requirements set out in the Comptroller rules. For more information, see guidelines on Comptroller's website.

The Comptroller will independently determine whether the application has been completed according to the Comptroller's rules (34 TAC Chapter 9, Subchapter F). If the Comptroller finds the application is not complete, the Comptroller will request additional materials from the school district. Pursuant to 9.1053(a)(1)(C), requested information shall be provided within 20 days of the date of the request. When the Comptroller determines that the application is complete, it will send the school district a notice indicating so. The Comptroller will determine the eligibility of the project, issue a certificate for a limitation on appraised value to the school board regarding the application and prepare an economic impact evaluation by the 90th day after the Comptroller receives a complete application—as determined by the Comptroller.

The school board must approve or disapprove the application not later than the 150th day after the application review start date (the date the application is finally determined to be complete), unless an extension is granted. The Comptroller and school district are authorized to request additional information from the applicant that is reasonably necessary to issue a certificate, complete the economic impact evaluation or consider the application at any time during the application review period.

Please visit the Comptroller's website to find out more about the program at www.texasahead.org/tax_programs/chapter313/. There are links to the Chapter 313 statute, rules, guidelines and forms. Information about minimum limitation values for particular districts and wage standards may also be found at that site.

SECTION 1: School District Information

1. Authorized School District Representative

August 18, 2015

Date Application Received by District

Danny

First Name

Massey

Last Name

Superintendent

Title

Brazosport Independent School District

School District Name

301 W Brazoswood Dr Clute, TX 77531-3598

Street Address

P O Drawer Z

Mailing Address

Freeport

City

979-730-7000

Phone Number

TX

State

979-266-2409

Fax Number

pwyatt@brazosportisd.net

Email Address

77541-1926

ZIP

Mobile Number (optional)

2. Does the district authorize the consultant to provide and obtain information related to this application? ☒ Yes ☐ No

The Economic Development and Analysis Division at the Texas Comptroller of Public Accounts provides information and resources for taxpayers and local taxing entities.

For more information, visit our website:
www.TexasAhead.org/tax_programs/chapter313/
50-296-A • 05-14/2



Application for Appraised Value Limitation on Qualified Property

SECTION 1: School District Information (continued)

3. Authorized School District Consultant (If Applicable)

Daniel T. Casey
 First Name Last Name
 Partner
 Title
 Moak, Casey & Associates LLP
 Firm Name
 512-485-7878 512-485-7888
 Phone Number Fax Number
 dcasey@moakcasey.com
 Email Address
 Mobile Number (optional)

4. On what date did the district determine this application complete? _____
5. Has the district determined that the electronic copy and hard copy are identical? ☐ Yes ☐ No

SECTION 2: Applicant Information

1. Authorized Company Representative (Applicant)

Jerry Smith
 First Name Last Name
 Vice President & Controller
 Title
 333 Clay St., Suite 5050
 Street Address
 333 Clay St., Suite 5050
 Mailing Address
 Houston TX 77002
 City State ZIP
 713-634-3521 713-980-2903
 Phone Number Fax Number
 JSmith@freeporlmg.com
 Business Email Address
 Mobile Number (optional)

2. Will a company official other than the authorized company representative be responsible for responding to future information requests? ☒ Yes ☐ No
- 2a. If yes, please fill out contact information for that person.

Lauren Inbody
 First Name Last Name
 Commercial Manager, Power & Analytics
 Title
 333 Clay St., Suite 5050
 Street Address
 333 Clay St., Suite 5050
 Mailing Address
 Houston TX 77002-4173
 City State ZIP
 713-634-3502 713-980-2903
 Phone Number Fax Number
 linbody@freeporlmg.com
 Business Email Address
 Mobile Number (optional)

3. Does the applicant authorize the consultant to provide and obtain information related to this application? ☒ Yes ☐ No

For more information, visit our website: www.TexasAhead.org/tax_programs/chapter313/



Application for Appraised Value Limitation on Qualified Property

SECTION 2: Applicant Information (continued)

4. Authorized Company Consultant (If Applicable)

Wes Jackson
 First Name Last Name
 Partner
 Title
 Cummings Westlake LLC
 Firm Name
 (713) 266-4456 (713) 266-2333
 Phone Number Fax Number
 wjackson@cwlp.net
 Business Email Address

SECTION 3: Fees and Payments

1. Has an application fee been paid to the school district? ☒ Yes ☐ No
- The total fee shall be paid at time of the application is submitted to the school district. Any fees not accompanying the original application shall be considered supplemental payments.
- 1a. If yes, attach in **Tab 2** proof of application fee paid to the school district.
- For the purpose of questions 2 and 3, "payments to the school district" include any and all payments or transfers of things of value made to the school district or to any person or persons in any form if such payment or transfer of thing of value being provided is in recognition of, anticipation of, or consideration for the agreement for limitation on appraised value.
2. Will any "payments to the school district" that you may make in order to receive a property tax value limitation agreement result in payments that are not in compliance with Tax Code §313.027(i)? ☐ Yes ☒ No ☐ N/A
3. If "payments to the school district" will only be determined by a formula or methodology without a specific amount being specified, could such method result in "payments to the school district" that are not in compliance with Tax Code §313.027(i)? ☐ Yes ☒ No ☐ N/A

SECTION 4: Business Applicant Information

1. What is the legal name of the applicant under which this application is made? **Freeport LNG Development, L.P. and its affiliates***
2. List the Texas Taxpayer I.D. number of entity subject to Tax Code, Chapter 171 (11 digits) **12700304111**
3. List the NAICS code **325120**
4. Is the applicant a party to any other pending or active Chapter 313 agreements? ☒ Yes ☐ No
- 4a. If yes, please list application number, name of school district and year of agreement
Application 244, 245, 246 Brazosport ISD, 2013 (244&245 Amended 2014)

SECTION 5: Applicant Business Structure

1. Identify Business Organization of Applicant (corporation, limited liability corporation, etc.) **Limited Partnership**
2. Is applicant a combined group, or comprised of members of a combined group, as defined by Tax Code §171.0001(7)? ☒ Yes ☐ No
- 2a. If yes, attach in **Tab 3** a copy of Texas Comptroller Franchise Tax Form No. 05-165, No. 05-166, or any other documentation from the Franchise Tax Division to demonstrate the applicant's combined group membership and contact information.
3. Is the applicant current on all tax payments due to the State of Texas? ☒ Yes ☐ No
4. Are all applicant members of the combined group current on all tax payments due to the State of Texas? ☒ Yes ☐ No ☐ N/A
5. If the answer to question 3 or 4 is no, please explain and/or disclose any history of default, delinquencies and/or any material litigation, including litigation involving the State of Texas. (If necessary, attach explanation in **Tab 3**)

For more information, visit our website: www.TexasAhead.org/tax_programs/chapter313/

Application for Appraised Value Limitation on Qualified Property

SECTION 6: Eligibility Under Tax Code Chapter 313.024

- Are you an entity subject to the tax under Tax Code, Chapter 171? ☒ Yes ☐ No
- The property will be used for one of the following activities:
 - manufacturing ☒ Yes ☐ No
 - research and development ☐ Yes ☒ No
 - a clean coal project, as defined by Section 5.001, Water Code ☐ Yes ☒ No
 - an advanced clean energy project, as defined by Section 382.003, Health and Safety Code ☐ Yes ☒ No
 - renewable energy electric generation ☐ Yes ☒ No
 - electric power generation using integrated gasification combined cycle technology ☐ Yes ☒ No
 - nuclear electric power generation ☐ Yes ☒ No
 - a computer center that is used as an integral part or as a necessary auxiliary part for the activity conducted by applicant in one or more activities described by Subdivisions (1) through (7) ☐ Yes ☒ No
 - a Texas Priority Project, as defined by 313.024(e)(7) and TAC 9.1051 ☐ Yes ☒ No
- Are you requesting that any of the land be classified as qualified investment? ☐ Yes ☒ No
- Will any of the proposed qualified investment be leased under a capitalized lease? ☐ Yes ☒ No
- Will any of the proposed qualified investment be leased under an operating lease? ☐ Yes ☒ No
- Are you including property that is owned by a person other than the applicant? ☐ Yes ☒ No
- Will any property be pooled or proposed to be pooled with property owned by the applicant in determining the amount of your qualified investment? ☐ Yes ☒ No

SECTION 7: Project Description

- In **Tab 4**, attach a detailed description of the scope of the proposed project, including, at a minimum, the type and planned use of real and tangible personal property, the nature of the business, a timeline for property construction or installation, and any other relevant information.
- Check the project characteristics that apply to the proposed project:

☐ Land has no existing improvements
 ☒ Land has existing improvements (complete Section 13)
 ☐ Expansion of existing operation on the land (complete Section 13)
 ☐ Relocation within Texas

SECTION 8: Limitation as Determining Factor

- Does the applicant currently own the land on which the proposed project will occur? ☐ Yes ☒ No
- Has the applicant entered into any agreements, contracts or letters of intent related to the proposed project? ☐ Yes ☒ No
- Does the applicant have current business activities at the location where the proposed project will occur? ☒ Yes ☐ No
- Has the applicant made public statements in SEC filings or other documents regarding its intentions regarding the proposed project location? ☐ Yes ☒ No
- Has the applicant received any local or state permits for activities on the proposed project site? ☐ Yes ☒ No
- Has the applicant received commitments for state or local incentives for activities at the proposed project site? ☐ Yes ☒ No
- Is the applicant evaluating other locations not in Texas for the proposed project? **Please see Tab 5** ☐ Yes ☒ No
- Has the applicant provided capital investment or return on investment information for the proposed project in comparison with other alternative investment opportunities? ☐ Yes ☒ No
- Has the applicant provided information related to the applicant's inputs, transportation and markets for the proposed project? ☐ Yes ☒ No
- Are you submitting information to assist in the determination as to whether the limitation on appraised value is a determining factor in the applicant's decision to invest capital and construct the project in Texas? ☒ Yes ☐ No

Chapter 313.026(e) states "the applicant may submit information to the Comptroller that would provide a basis for an affirmative determination under Subsection (c)(2)." If you answered "yes" to any of the questions in Section 8, attach supporting information in Tab 5.

For more information, visit our website: www.TexasAhead.org/tax_programs/chapter313/

Application for Appraised Value Limitation on Qualified Property

SECTION 9: Projected Timeline

- Application approval by school board **Feb 2016**
- Commencement of construction **Q1 2017**
- Beginning of qualifying time period **January 2, 2018**
- First year of limitation **2021**
- Begin hiring new employees **Q3 2020**
- Commencement of commercial operations **Q4 2020**
- Do you propose to construct a new building or to erect or affix a new improvement after your application review start date (date your application is finally determined to be complete)? ☒ Yes ☐ No

Note: Improvements made before that time may not be considered qualified property.
- When do you anticipate the new buildings or improvements will be placed in service? **2020**

SECTION 10: The Property

- Identify county or counties in which the proposed project will be located **Brazoria County**
- Identify Central Appraisal District (CAD) that will be responsible for appraising the property **Brazoria CAD**
- Will this CAD be acting on behalf of another CAD to appraise this property? ☐ Yes ☒ No
- List all taxing entities that have jurisdiction for the property, the portion of project within each entity and tax rates for each entity:

County: **Brazoria County, \$0.4985, 100%** City: **N/A**
(Name, tax rate and percent of project) (Name, tax rate and percent of project)

Hospital District: **N/A** Water District: **Velasco Drainage District, .098018, 100%**
(Name, tax rate and percent of project) (Name, tax rate and percent of project)

Other (describe): **Brazosport College, \$0.280878, 100%** Other (describe): **Port Freeport, \$0.045, 100%**
(Name, tax rate and percent of project) (Name, tax rate and percent of project)
- Is the project located entirely within the ISD listed in Section 1? ☒ Yes ☐ No

5a. If no, attach in **Tab 6** additional information on the project scope and size to assist in the economic analysis.
- Did you receive a determination from the Texas Economic Development and Tourism Office that this proposed project and at least one other project seeking a limitation agreement constitute a single unified project (SUP), as allowed in §313.024(d-2)? ☐ Yes ☒ No

6a. If yes, attach in **Tab 6** supporting documentation from the Office of the Governor.

SECTION 11: Investment

NOTE: The minimum amount of qualified investment required to qualify for an appraised value limitation and the minimum amount of appraised value limitation vary depending on whether the school district is classified as Subchapter B or Subchapter C, and the taxable value of the property within the school district. For assistance in determining estimates of these minimums, access the Comptroller's website at www.texasahead.org/tax_programs/chapter313/.

- At the time of application, what is the estimated minimum qualified investment required for this school district? **30,000,000.00**
- What is the amount of appraised value limitation for which you are applying? **30,000,000.00**

Note: The property value limitation amount is based on property values available at the time of application and may change prior to the execution of any final agreement.
- Does the qualified investment meet the requirements of Tax Code §313.021(1)? ☒ Yes ☐ No
- Attach a description of the qualified investment [See §313.021(1)]. The description must include:
 - a specific and detailed description of the qualified investment you propose to make on the property for which you are requesting an appraised value limitation as defined by Tax Code §313.021 (Tab 7);
 - a description of any new buildings, proposed new improvements or personal property which you intend to include as part of your minimum qualified investment (Tab 7); and
 - a detailed map of the qualified investment showing location of tangible personal property to be placed in service during the qualifying time period and buildings to be constructed during the qualifying time period, with vicinity map (Tab 11).
- Do you intend to make at least the minimum qualified investment required by Tax Code §313.023 (or §313.053 for Subchapter C school districts) for the relevant school district category during the qualifying time period? ☒ Yes ☐ No

For more information, visit our website: www.TexasAhead.org/tax_programs/chapter313/

Application for Appraised Value Limitation on Qualified Property

SECTION 12: Qualified Property

- Attach a detailed description of the qualified property. [See §313.021(2)] (If qualified investment describes qualified property exactly, you may skip items a, b and c below.) The description must include:
 - a specific and detailed description of the qualified property for which you are requesting an appraised value limitation as defined by Tax Code §313.021 (Tab 8);
 - a description of any new buildings, proposed new improvements or personal property which you intend to include as part of your qualified property (Tab 8); and
 - a map of the qualified property showing location of new buildings or new improvements with vicinity map (Tab 11).
- Is the land upon which the new buildings or new improvements will be built part of the qualified property described by §313.021(2)(A)? ☐ Yes ☒ No
 - If yes, attach complete documentation including:
 - legal description of the land (Tab 9);
 - each existing appraisal parcel number of the land on which the new improvements will be constructed, regardless of whether or not all of the land described in the current parcel will become qualified property (Tab 9);
 - owner (Tab 9);
 - the current taxable value of the land, Attach estimate if land is part of larger parcel (Tab 9); and
 - a detailed map showing the location of the land with vicinity map (Tab 11).
- Is the land on which you propose new construction or new improvements currently located in an area designated as a reinvestment zone under Tax Code Chapter 311 or 312 or as an enterprise zone under Government Code Chapter 2303? ☒ Yes ☐ No
 - If yes, attach the applicable supporting documentation:
 - evidence that the area qualifies as an enterprise zone as defined by the Governor's Office (Tab 16);
 - legal description of reinvestment zone (Tab 16);
 - order, resolution or ordinance establishing the reinvestment zone (Tab 16);
 - guidelines and criteria for creating the zone (Tab 16); and
 - a map of the reinvestment zone or enterprise zone boundaries with vicinity map (Tab 11)
 - If no, submit detailed description of proposed reinvestment zone or enterprise zone with a map indicating the boundaries of the zone on which you propose new construction or new improvements to the Comptroller's office within 30 days of the application date. What is the anticipated date on which you will submit final proof of a reinvestment zone or enterprise zone? **November 9, 2015**

Proposed new improvements will be located on existing Freeport LNG Development LP RZ Nos. 2&3
Note: RZ #2 expires 10/27/15 and will be renewed prior to CPA certificate.

SECTION 13: Information on Property Not Eligible to Become Qualified Property

- In Tab 10, attach a specific and detailed description of all existing property. This includes buildings and improvements existing as of the application review start date (the date the application is determined to be complete by the Comptroller). The description must provide sufficient detail to locate all existing property on the land that will be subject to the agreement and distinguish existing property from future proposed property.
- In Tab 10, attach a specific and detailed description of all proposed new property that will not become new improvements as defined by TAC §3.1051. This includes proposed property that: functionally replaces existing or demolished/removed property; is used to maintain, refurbish, renovate, modify or upgrade existing property; or is affixed to existing property; or is otherwise ineligible to become qualified property. The description must provide sufficient detail to distinguish existing property (question 1) and all proposed new property that cannot become qualified property from proposed qualified property that will be subject to the agreement (as described in Section 12 of this application).
- For the property not eligible to become qualified property listed in response to questions 1 and 2 of this section, provide the following supporting information in Tab 10:
 - maps and/or detailed site plan;
 - surveys;
 - appraisal district values and parcel numbers;
 - inventory lists;
 - existing and proposed property lists;
 - model and serial numbers of existing property; or
 - other information of sufficient detail and description.
- Total estimated market value of existing property (that property described in response to question 1): \$ **228,263,990.00**
- In Tab 10, include an appraisal value by the CAD of all the buildings and improvements existing as of a date within 15 days of the date the application is received by the school district.
- Total estimated market value of proposed property not eligible to become qualified property (that property described in response to question 2): \$ **0.00**

Note: Investment for the property listed in question 2 may count towards qualified investment in Column C of Schedules A-1 and A-2, if it meets the requirements of §313.021(1). Such property cannot become qualified property on Schedule B.

For more information, visit our website: www.TexasAhead.org/tax_programs/chapter313/

Application for Appraised Value Limitation on Qualified Property

SECTION 14: Wage and Employment Information

- What is the estimated number of permanent jobs (more than 1,600 hours a year), with the applicant or a contractor of the applicant, on the proposed qualified property during the last complete quarter before the application review start date (date your application is finally determined to be complete)? **0**
- What is the last complete calendar quarter before application review start date:

☐ First Quarter
 ☒ Second Quarter
 ☐ Third Quarter
 ☐ Fourth Quarter of **2015** (year)
- What were the number of permanent jobs (more than 1,600 hours a year) this applicant had in Texas during the most recent quarter reported to the Texas Workforce Commission (TWC)? **95**
Note: For job definitions see TAC §9.1051 and Tax Code §313.021(3).
- What is the number of new qualifying jobs you are committing to create? **10**
- What is the number of new non-qualifying jobs you are estimating you will create? **45**
- Do you intend to request that the governing body waive the minimum new qualifying job creation requirement, as provided under Tax Code §313.025(f-1)? ☐ Yes ☒ No
 - If yes, attach evidence in Tab 12 documenting that the new qualifying job creation requirement above exceeds the number of employees necessary for the operation, according to industry standards.
- Attach in Tab 13 the four most recent quarters of data for each wage calculation below, including documentation from the TWC website. The final actual statutory minimum annual wage requirement for the applicant for each qualifying job — which may differ slightly from this estimate — will be based on information from the four quarterly periods for which data were available at the time of the application review start date (date of a completed application). See TAC §9.1051(21) and (22).
 - Average weekly wage for all jobs (all industries) in the county is **1,059.00**
 - 110% of the average weekly wage for manufacturing jobs in the county is **2,222.00**
 - 110% of the average weekly wage for manufacturing jobs in the region is **1,153.00**
- Which Tax Code section are you using to estimate the qualifying job wage standard required for this project? ☐ §313.021(5)(A) or ☒ §313.021(5)(B)
- What is the minimum required annual wage for each qualifying job based on the qualified property? **59,976.00**
- What is the annual wage you are committing to pay for each of the new qualifying jobs you create on the qualified property? **60,000.00**
- Will the qualifying jobs meet all minimum requirements set out in Tax Code §313.021(3)? ☒ Yes ☐ No
- Do you intend to satisfy the minimum qualifying job requirement through a determination of cumulative economic benefits to the state as provided by §313.021(3)(F)? ☐ Yes ☒ No
 - If yes, attach in Tab 12 supporting documentation from the TWC, pursuant to §313.021(3)(F).
- Do you intend to rely on the project being part of a single unified project, as allowed in §313.024(d-2), in meeting the qualifying job requirements? ☐ Yes ☒ No
 - If yes, attach in Tab 6 supporting documentation including a list of qualifying jobs in the other school district(s).

SECTION 15: Economic Impact

- Complete and attach Schedules A1, A2, B, C, and D in Tab 14. Note: Excel spreadsheet versions of schedules are available for download and printing at URL listed below.
- Attach an Economic Impact Analysis, if supplied by other than the Comptroller's Office, in Tab 15. (not required)
- If there are any other payments made in the state or economic information that you believe should be included in the economic analysis, attach a separate schedule showing the amount for each year affected, including an explanation, in Tab 15.

For more information, visit our website: www.TexasAhead.org/tax_programs/chapter313/

Application for Appraised Value Limitation on Qualified Property

SECTION 16: Authorized Signatures and Applicant Certification

After the application and schedules are complete, an authorized representative from the school district and the business should review the application documents and complete this authorization page. Attach the completed authorization page in **Tab 17**. **NOTE:** If you amend your application, you will need to obtain new signatures and resubmit this page, Section 16, with the amendment request.

1. Authorized School District Representative Signature

I am the authorized representative for the school district to which this application is being submitted. I understand that this application is a government record as defined in Chapter 37 of the Texas Penal Code.

print here ▶ Danny Massey Superintendent
Print Name (Authorized School District Representative) Title
sign here ▶ _____ _____
Signature (Authorized School District Representative) Date

2. Authorized Company Representative (Applicant) Signature and Notarization

I am the authorized representative for the business entity for the purpose of filing this application. I understand that this application is a government record as defined in Chapter 37 of the Texas Penal Code. The information contained in this application and schedules is true and correct to the best of my knowledge and belief.

I hereby certify and affirm that the business entity I represent is in good standing under the laws of the state in which the business entity was organized and that no delinquent taxes are owed to the State of Texas.

print here ▶ Jerry Smith Vice President & Controller
Print Name (Authorized Company Representative (Applicant)) Title
sign here ▶ _____ _____
Signature (Authorized Company Representative (Applicant)) Date

GIVEN under my hand and seal of office this, the

_____ day of _____,

Notary Public in and for the State of Texas

(Notary Seal)

My Commission expires: _____

If you make a false statement on this application, you could be found guilty of a Class A misdemeanor or a state jail felony under Texas Penal Code Section 37.10.

Application for Appraised Value Limitation on Qualified Property

APPLICATION TAB ORDER FOR REQUESTED ATTACHMENTS

TAB	ATTACHMENT
1	Pages 1 through 11 of Application
2	Proof of Payment of Application Fee
3	Documentation of Combined Group membership under Texas Tax Code 171.0001(7), history of tax default, delinquencies and/or material litigation (if applicable)
4	Detailed description of the project
5	Documentation to assist in determining if limitation is a determining factor
6	Description of how project is located in more than one district, including list of percentage in each district and, if determined to be a single unified project, documentation from the Office of the Governor (if applicable)
7	Description of Qualified Investment
8	Description of Qualified Property
9	Description of Land
10	Description of all property not eligible to become qualified property (if applicable)
11	Maps that clearly show: <ul style="list-style-type: none"> a) Project vicinity b) Qualified investment including location of tangible personal property to be placed in service during the qualifying time period and buildings to be constructed during the qualifying time period c) Qualified property including location of new buildings or new improvements d) Existing property e) Land location within vicinity map f) Reinvestment or Enterprise Zone within vicinity map, showing the actual or proposed boundaries and size Note: Electronic maps should be high resolution files. Include map legends/markers.
12	Request for Waiver of Job Creation Requirement and supporting information (if applicable)
13	Calculation of three possible wage requirements with TWC documentation
14	Schedules A1, A2, B, C and D completed and signed Economic Impact (if applicable)
15	Economic Impact Analysis, other payments made in the state or other economic information (if applicable)
16	Description of Reinvestment or Enterprise Zone, including: <ul style="list-style-type: none"> a) evidence that the area qualifies as a enterprise zone as defined by the Governor's Office b) legal description of reinvestment zone* c) order, resolution or ordinance establishing the reinvestment zone* d) guidelines and criteria for creating the zone* *To be submitted with application or before date of final application approval by school board
17	Signature and Certification page, signed and dated by Authorized School District Representative and Authorized Company Representative (applicant)

Freeport LNG Development, L.P.
Chapter 313 Application to Brazosport ISD
Cummings Westlake, LLC

TAB 2

Proof of Payment of Application Fee

Please find on the attached page, copy of the check for the \$75,000 application fee to Brazosport Independent School District.

Proof of payment of filing fee received by the
Comptroller of Public Accounts per TAC Rule
§9.1054 (b)(5)

*(Page Inserted by Office of Texas Comptroller of Public
Accounts)*

TAB TO APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED
PROPERTY BY FREEPORT LNG DEVELOPMENT, L.P. TO BRAZOSPORT ISD

Freeport LNG Development, L.P.
Chapter 313 Application to Brazosport ISD
Cummings Westlake, LLC

TAB 3

Documentation of Combined Group membership under Texas Tax Code 171.0001(7), history of tax default, delinquencies and/or material litigation (if applicable)

See attached list of affiliates for Freeport LNG Development, L.P. and its affiliates. Please note the separate Form 05-164 listing FLIQ Common Facilities, LLC Due to recent entity organizational changes, FLIQ Common Facilities, LLC will not be included in the combined group for Texas reporting purposes. Separate filings will be made for this entity.

FLNG Liquefaction 4, LLC is an affiliate and party to this application. This affiliate is a newly formed Delaware Limited Liability Company that is registered for business in Texas. As such, the entity has not been included in past Franchise Tax Filings. This new legal entity will become part of this combined group in the next regular filing.

TAB TO APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED
 PROPERTY BY FREEPORT LNG DEVELOPMENT, L.P. TO BRAZOSPORT ISD

405294 3.000
 TX2015 05-105
 Ver. 9.0 (Rev. 9-11-13)

Texas Franchise Tax Extension Affiliate List

■ Tcode 13298
 ■ Reporting entity taxpayer number 12700304111
 ■ Report year 2015
 Reporting entity taxpayer name FREEPORT LNG DEVELOPMENT, L.P.

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. FREEPORT LNG EXPANSION S.P. LLC	32018709280	<input type="checkbox"/>
2. FLNG STORAGE GP, INC	32018709306	<input type="checkbox"/>
3. FLNG NSU, LLC	32043022220	<input type="checkbox"/>
4. ANGLES PIPELINE, LLC	32041445050	<input type="checkbox"/>
5. FREEPORT LNG EXPANSION, LP	32035280026	<input type="checkbox"/>
6. FLNG LIQUEFACTION 3, LLC	32048642410	<input type="checkbox"/>
7. FLNG HUSCO, LLC	352497680	<input type="checkbox"/>
8. FLNG 3 HOLDINGS, LLC	32055542917	<input type="checkbox"/>
9.		<input type="checkbox"/>
10.		<input type="checkbox"/>
11.		<input type="checkbox"/>
12.		<input type="checkbox"/>
13.		<input type="checkbox"/>
14.		<input type="checkbox"/>
15.		<input type="checkbox"/>
16.		<input type="checkbox"/>
17.		<input type="checkbox"/>
18.		<input type="checkbox"/>
19.		<input type="checkbox"/>
20.		<input type="checkbox"/>
21.		<input type="checkbox"/>

Note: To file an extension request for a reporting entity and its affiliates, Form 05-164 (Texas Franchise Tax Extension Request) must be submitted with this affiliate list. The filing of this list by itself does not constitute a properly filed Extension Request.

Do not file this form when requesting a second extension.

Texas Comptroller Official Use Only



VE/DE ☐ FM ☐



7003

05295 5.000
TX2015 05-154
Ver. 6.0 (Rev. 9-13/7)

Texas Franchise Tax Extension Request

Taxpayer name	Tcode	13258 ANNUAL
Taxpayer number	Report year	Due date
32048786746	2015	05/15/2015

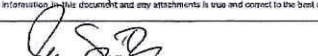
Taxpayer name					Secretary of State file number or Comptroller file number	
FLIO COMMON FACILITIES, LLC						
Mailing address						
333 CLAY STREET, SUITE 5000					0801 647072	
City	State	Country	ZIP Code	Plus 4	Check box if the address has changed	
HOUSTON	TX	USA	77002		<input type="checkbox"/>	
Check box if this is a combined report <input type="checkbox"/>						

If this extension is for a combined group, you must also complete and submit Form 05-165.

Note to mandatory Electronic Fund Transfer(EFT) payers:
When requesting a second extension do not submit an Affiliate List Form 05-165.

1. Extension payment (Dollars and cents)

1. NONE

Print or type name	Area code and phone number
Jerry Smith	713-634-3524
I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief.	
sign here	Date
	05/13/2015
Mail original to: Texas Comptroller of Public Accounts P.O. Box 149348 Austin, TX 78714-9348	

If you have any questions regarding franchise tax, you may contact the Texas Comptroller's field office in your area or call 1-800-252-1381.
Instructions for each report year are online at www.window.state.tx.us/info/taxforms/05-forms.html.
Taxpayers who paid \$10,000 or more during the preceding fiscal year (Sept. 1 thru Aug. 31) are required to electronically pay their franchise tax.
For more information visit www.window.state.tx.us/webfile/05a_franchise.html.

Texas Comptroller Official Use Only



VE/DE	<input type="checkbox"/>
PM Date	



7003

Freeport LNG Development, L.P. Chapter 313 Application to Brazosport ISD Cummings Westlake, LLC

TAB 4 Detailed Description of the Project

Provide a detailed description of the scope of the proposed project, including, at a minimum, the type and planned use of real and tangible personal property, the nature of the business, a timeline for property construction or installation, and any other relevant information.

Freeport LNG is a proud member of the greater Brazosport industrial community and has safely operated a liquefied natural gas ("LNG") import and regasification terminal on Quintana Island since 2008. In late 2014, Freeport LNG was authorized by the Federal Energy Regulatory Commission ("FERC") to construct additional facilities to be able to liquefy domestic natural gas and export LNG. Freeport LNG has secured the funding and commenced construction on its three-train liquefaction project. The natural gas liquefaction and LNG export facility is anticipated to commence commercial operations in the third quarter of 2018, achieving full, three-train production by the third quarter of 2019.

Due to continuing demand for LNG around the world and the massive abundance of natural gas in the United States, Freeport LNG is now evaluating additional liquefaction production capacity. Freeport LNG is proposing to add a fourth natural gas liquefaction train to the three trains already under construction. This expansion would allow for the production and export of an additional five million tons of LNG per year, increasing the total export capability of all four trains to over 20 million tons of LNG per year.

Similar to Trains 1, 2 and 3, Train 4 will utilize all-electric motors, resulting in negligible incremental emissions. The fourth liquefaction train is proposed to be constructed adjacent to the first three trains on Quintana Island. There are no modifications or expansions planned at the pretreatment facilities site near Oyster Creek, Texas. Subject to regulatory approvals, securing financing and achieving commercialization, construction of Train 4 could begin as early as the first quarter of 2017, with the new facilities becoming operational in 2020 at the earliest.

The feed gas for the proposed Train 4 project will be delivered directly to Quintana Island via intrastate pipeline. At the terminal, it will be liquefied and then stored in full-containment LNG storage tanks. LNG will be exported from the terminal by LNG carriers arriving via marine transit through the Freeport Harbor Channel.

The added liquefaction capability will not preclude the terminal from operating in vaporization and send-out mode as business conditions dictate. Also, having dual liquefaction and regasification capabilities will not result in any increase in the number of ship transits since the total amount of LNG handled, either by liquefying

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Cummings Westlake, LLC

natural gas or by vaporizing LNG, will not exceed thresholds authorized under the FERC order approving the Phase II regas project.

A Chapter 313 Value Limitation Agreement is essential to the success of the project and is requested on all of the proposed new improvements and fixed equipment associated with this project as described below.

The proposed project primarily consists of property classified by Brazoria CAD as real estate improvements including, but not limiting to, three large refrigerant compressors, one main cryogenic heat exchanger, eight refrigerant vaporizers, two liquid turbines, 250+ fin fan air coolers, multiple heat exchangers and tower reboilers, multiple vessels, compressors, various pumps and all associated buildings. Also included, but not limited to, are all of the associated concrete foundations, pipe supports, piping, instrumentation, power feeds, control loops, safety systems, fire water protection, insulation, and utilities necessary to connect the new facilities to the existing terminal and to safely operate the new equipment.

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TAB 5

Documentation to assist in determining if limitation is a determining factor.

The applicant, Freeport LNG (referred to herein as "FLNG" for purposes of this section), is a leader in the global LNG industry, with three LNG production trains and export facilities currently under construction at its Quintana Island terminal. These three LNG production trains and associated facilities are covered by Chapter 313 Agreement Nos. 244, 245 and 246 (the "Covered Project"). FLNG is evaluating the construction of additional LNG production capacity at its Quintana Island terminal by considering adding a fourth natural gas liquefaction train (referred to herein as the "Considered Project" or "Train 4"). The company is also pursuing other investment opportunities elsewhere in the USA and internationally. The applicant requires this appraised value limitation in order to move forward with the development of the Considered Project in Freeport, TX. Without this appraised value limitation, the impact of comparatively high Texas property taxes on the cost of the Considered Project does not allow it to compete for global LNG customers against similar projects operated by competitors of FLNG in Texas, in other states and around the world. Securing the appraised value limitation is one of many steps required by FLNG to be able to acquire the necessary commercial contracts and successive financing required to bring this project to existence.

The Considered Project is still in an evaluation stage; only very preliminary development activities have begun. No formal permit filings have been made as of the date of this application. Freeport LNG submitted a pre-filing request with FERC to begin the environmental review of Train 4. Freeport LNG expects to file its formal application with FERC in November 2015. FLNG has no sales contracts for the Train 4 project, and, other than preliminary discussions, does not intend to secure a market for the future capacity until the technical and commercial viability of the Considered Project is more fully established. No engineering, procurement or construction contractors have been engaged to bid on the Considered Project, nor have any contracts been negotiated or signed for such. No public announcements of a definitive intent to construct the Considered Project have been made. Any statements have indicated only that Freeport LNG is considering the additional investment. Agreements pertaining to preliminary design and engineering work and the development of other technical studies and estimates have been entered into; however, this work is necessary for purposes of determining whether the Considered Project is technically viable and can be cost-competitive in the global marketplace.

North American LNG Project Siting Competitiveness

Competition for project siting within North America has dramatically increased in the past few years. The attached Tab 5 Exhibits (A & B) of FERC approved & proposed export terminals demonstrate the overall competitiveness that exists

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within North America alone. The FERC data indicates that there are currently 15 proposed export terminals outside of the State of Texas.

The three existing LNG terminals in Louisiana, which are similar to FLNG's, have all been approved for exporting LNG by FERC. Two of these facilities have begun construction on their natural gas liquefaction and export facilities and will benefit from the economic advantages of that state's 100% "across-the-board" 10-year industrial tax abatement.

Additionally, there is a FERC approved location in Maryland that has begun construction on its natural gas liquefaction and export facility. This facility will be advantaged by a 14 year tax incentive agreement consisting of a 5 year pilot payment, followed by a 42 percent relief on real and personal property taxes for an additional nine years.

These are three real-time examples that represent billions of investment dollars and hundreds of permanent jobs in this industry that are occurring outside of the State of Texas due to substantially advantageous property tax scenarios.

Furthermore, FLNG is aware of 36 total US natural gas liquefaction export projects, and of these 36 unique projects, five are under construction. Only two of the remaining 31 projects are reported to have secured contracts for the full capacity of their proposed projects, leaving 29 US liquefaction projects competing for the limited remaining LNG buyers. There are many factors that LNG buyers consider when contracting for capacity, but chief among these in the current market is price. Property tax for the Considered Project is the largest single fixed operating cost, and therefore, the appraised value limitation is a determining factor in FLNG being able to competitively price LNG offtake. LNG buyers will contract capacity from projects with the lowest price, and the lowest priced projects will be those that have their fixed operating costs (inclusive of property tax, which is the largest) minimized or secure and enjoy other incentives that allow them to offer a lower price. In addition to property tax advantages, several of these facilities will potentially enjoy a significant shipping advantage due to their proximity to the Atlantic or Pacific Basin markets, while Gulf Coast projects must transit through the expanded Panama Canal to supply the world's fastest growing energy markets.

FLNG could partner with the owners of one of those terminals to co-develop new facilities with them on their site or purchase a less developed/stalled project outright. Alternatively, FLNG could choose to invest the capital for the Considered Project in another portion of the LNG value chain such as international import and regasification facilities, upstream supply and transportation sectors or into a completely unrelated sector that are likely more economical than the Considered Project without the appraised value limitation.

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Global Siting LNG Competitiveness

Competition for investment to develop new LNG liquefaction and export facilities is a global game. Outside of the United States, FLNG is aware of 14 liquefaction plants in the planning phase of development, with an additional 18 projects undergoing feasibility studies. The attached Exhibit C further demonstrates the global competition that exists for the expanding LNG market.

Project Financing Competitiveness

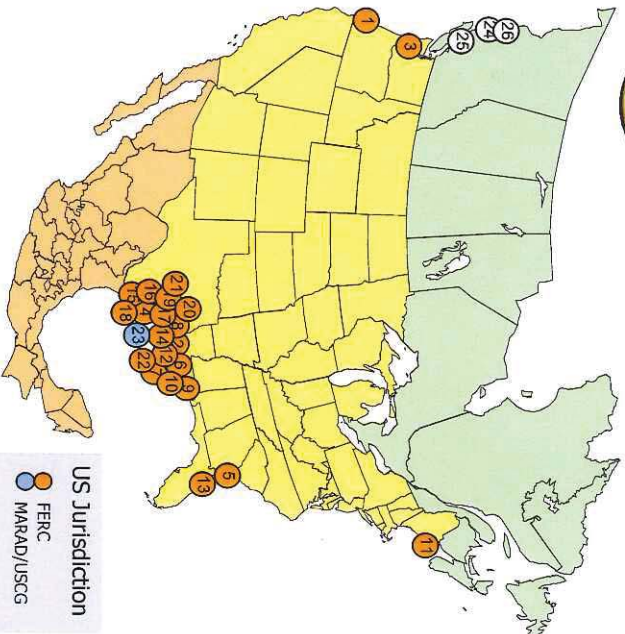
The decision to invest capital at all depends on the economics of the investment. In the case of the potential investment of the Considered Project in Brazoria County, the evaluation of such an investment is based on a variety of financial factors, including the ability to obtain local property tax incentives that make this potential investment meet certain economic thresholds required for the Considered Project to move forward. Specifically, obtaining local property tax abatements and the Chapter 313 Valuation Limitation Agreement is a critical component of the requisite economic factors, as property tax is the largest fixed operating cost for the Considered Project.

The all-in cost of the project is anticipated to be approximately 3 Billion USD, about half of which is attributable to non-capital expenditures, such as interest during construction and other finance related costs, owner's costs such as insurance, oversight costs, support personnel, etc. The value for the 10 year appraised value limitation represents approximately \$150 million or 10% of the capital cost of the facility. Without the appraised value limitation, the applicant's increased cost must be borne by the offtake price, which is borne by the Considered Project's potential customers and impedes the ability to commercialize the project. As a result, the applicant would likely be unable to attract long-term customers for the Considered Project. Without these long-term customer commitments, the applicant would be unable to raise the project financing necessary to fund its multibillion dollar investment, thus FLNG would not build the Train 4 project at all.

*TAB TO APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED
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TAB 5 - EXHIBIT B North American LNG Export Terminals *Proposed*



Export Terminal PROPOSED TO FERC

1. Cooch Bay, OR: 0.9 Bcfd (Jordan Cove Energy Project) (CP13-483)
2. Lake Charles, LA: 2.2 Bcfd (Southern Union - Trunkline LNG) (CP14-120)
3. Astoria, OR: 1.25 Bcfd (Oregon LNG) (CP09-6)
4. Lavaca Bay, TX: 1.38 Bcfd (Excellerate Liquefaction) (CP14-71 & 72)
5. Elba Island, GA: 0.35 Bcfd (Southern LNG Company) (CP14-103)
6. Lake Charles, LA: 1.07 Bcfd (Magnolia LNG) (CP14-347)
7. Plaquemines Parish, LA: 1.07 Bcfd (CE FLNG) (PF13-11) (CP14-517)
8. Sabine Pass, TX: 2.1 Bcfd (ExxonMobil - Golden Pass) (CP14-521)
9. Pascagoula, MS: 1.5 Bcfd (Gulf LNG Liquefaction) (CP15-521)
10. Plaquemines Parish, LA: 0.30 Bcfd (Louisiana LNG) (PF14-17)
11. Robinston, ME: 0.45 Bcfd (Kestrel Energy - Downeast LNG) (PF14-19)
12. Cameron Parish, LA: 1.34 Bcfd (Venture Global) (PF15-2)
13. Jacksonville, FL: 0.075 Bcfd (Eagle LNG Partners) (PF15-7)
14. Hackberry, LA: 1.4 Bcfd (Semptra - Cameron LNG) (PF15-13)
15. Brownsville, TX: 0.54 Bcfd (Texas LNG Brownsville) (PF15-14)
16. Brownsville, TX: 0.94 Bcfd (Annova LNG Brownsville) (PF15-15)
17. Port Arthur, TX: 1.4 Bcfd (Port Arthur LNG) (PF15-18)
18. Brownsville, TX: 3.6 Bcfd (Rio Grande LNG - NextDecade) (PF15-20)
19. Freepport, TX: 0.72 Bcfd (Freepport LNG Dev) (PF15-25)
20. Corpus Christi, TX: 1.4 Bcfd (Cheniere - Corpus Christi LNG) (PF15-26)
21. Freepport, TX: 0.34 Bcfd (Freepport LNG Dev) (CP15-518)
22. Plaquemines Parish, LA: 2.80 Bcfd (Venture Global LNG) (PF15-27)
23. Gulf of Mexico: 1.8 Bcfd (Defin LNG)

PROPOSED CANADIAN SITES IDENTIFIED BY PROJECT SPONSORS

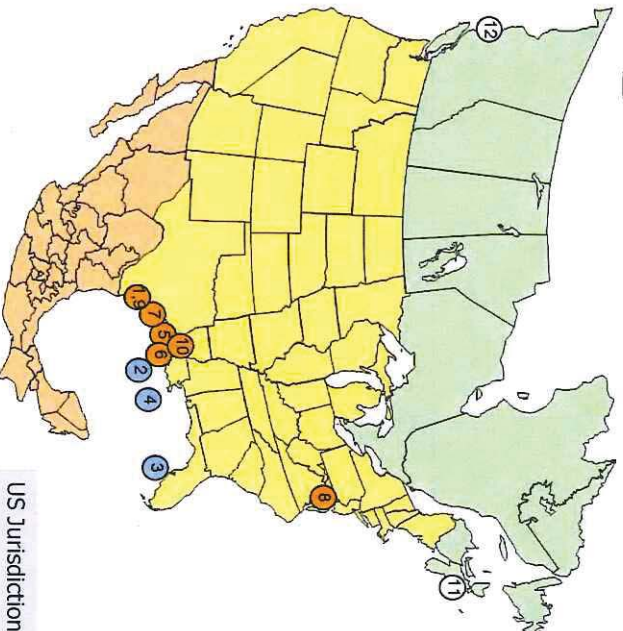
24. Kitimat, BC: 1.28 Bcfd (Apache Canada Ltd.)
25. Douglas Island, BC: 0.23 Bcfd (BC LNG Export cooperative)
26. Prince Rupert Island, BC: 2.74 Bcfd (Pacific Northwest LNG)

As of July 13, 2015

Office of Energy Projects



TAB 5 - EXHIBIT A North American LNG Import /Export Terminals *Approved*



Import Terminal

APPROVED - UNDER CONSTRUCTION

- U.S. - FERC**
1. Corpus Christi, TX: 0.4 Bcfd (Cheniere - Corpus Christi LNG) (CP12-507)

APPROVED - NOT UNDER CONSTRUCTION

- U.S. - MARAD/Coast Guard**
2. Gulf of Mexico: 1.0 Bcfd (Main Pass McMoran Exp.)
 3. Offshore Florida: 1.2 Bcfd (Hohegh LNG - Port Dolphin Energy)
 4. Gulf of Mexico: 1.4 Bcfd (TORP Technology Blenville LNG)

Export Terminal

APPROVED - UNDER CONSTRUCTION

- U.S. - FERC**
5. Sabine, LA: 2.76 Bcfd (Cheniere/Sabine Pass LNG) (CP11-72 & CP14-12)
 6. Hackberry, LA: 1.7 Bcfd (Semptra - Cameron LNG) (CP13-25)
 7. Freepport, TX: 1.8 Bcfd (Freepport LNG Dev/Freepport LNG Expansion/FLNG Liquefaction) (CP12-509)
 8. Cove Point, MD: 0.82 Bcfd (Dominion - Cove Point LNG) (CP13-113)
 9. Corpus Christi, TX: 2.14 Bcfd (Cheniere - Corpus Christi LNG) (CP12-507)

APPROVED - NOT UNDER CONSTRUCTION

- U.S. - FERC**
10. Sabine Pass, LA: 1.40 Bcfd (Sabine Pass Liquefaction) (CP13-552)

APPROVED - NOT UNDER CONSTRUCTION

- Canadian**
11. Port Hawkesbury, NS: 0.5 Bcfd (Bear Head LNG)
 12. Kitimat, BC: 3.23 Bcfd (LNG Canada)

As of July 13, 2015

Office of Energy Projects

Freeport LNG Development, L.P.
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TAB 6

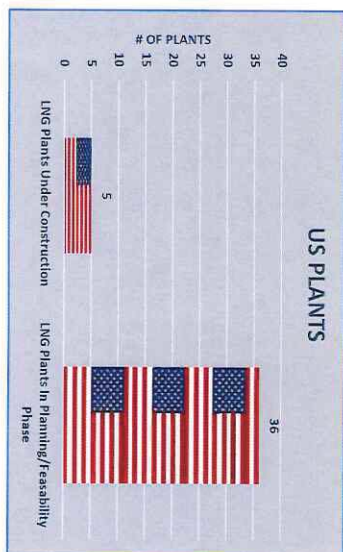
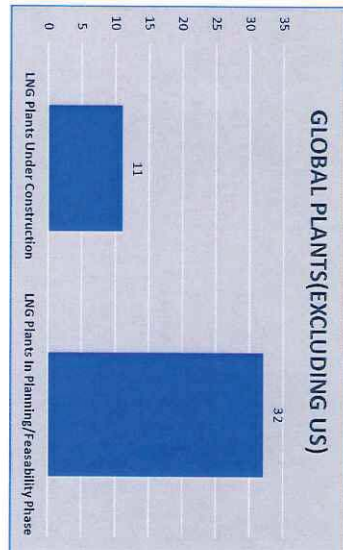
Description of how project is located in more than one district, including list of percentage in each district and, if determined to be a single unified project, documentation from the Office of the Governor (if applicable)

1) Brazoria County	- 100%
2) Velasco Drainage District	- 100%
3) Port Freeport	- 100%
4) Brazosport College	- 100%
5) Brazosport ISD	- 100%

TAB TO APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED PROPERTY BY FREEPORT LNG DEVELOPMENT, L.P. TO BRAZOSPORT ISD

TAB 5 - EXHIBIT C

GLOBAL LNG LIQUEFACTION PROJECT COMPETITION



Freeport LNG Development, L.P.
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TAB 7

Description of Qualified Investment

Freeport LNG is a proud member of the greater Brazosport industrial community and has safely operated a liquefied natural gas ("LNG") import and regasification terminal on Quintana Island since 2008. In late 2014, Freeport LNG was authorized by the Federal Energy Regulatory Commission ("FERC") to construct additional facilities to be able to liquefy domestic natural gas and export LNG. Freeport LNG has secured the funding and commenced construction on its three-train liquefaction project. The natural gas liquefaction and LNG export facility is anticipated to commence commercial operations in the third quarter of 2018, achieving full, three-train production by the third quarter of 2019.

Due to continuing demand for LNG around the world and the massive abundance of natural gas in the United States, Freeport LNG is now evaluating additional liquefaction production capacity. Freeport LNG is proposing to add a fourth natural gas liquefaction train to the three trains already under construction. This expansion would allow for the production and export of an additional five million tons of LNG per year, increasing the total export capability of all four trains to over 20 million tons of LNG per year.

Similar to Trains 1, 2 and 3, Train 4 will utilize all-electric motors, resulting in negligible incremental emissions. The fourth liquefaction train is proposed to be constructed adjacent to the first three trains on Quintana Island. There are no modifications or expansions planned at the pretreatment facilities site near Oyster Creek, Texas. Subject to regulatory approvals, securing financing and achieving commercialization, construction of Train 4 could begin as early as the first quarter of 2017, with the new facilities becoming operational in 2020 at the earliest.

The feed gas for the proposed Train 4 project will be delivered directly to Quintana Island via intrastate pipeline. At the terminal, it will be liquefied and then stored in full-containment LNG storage tanks. LNG will be exported from the terminal by LNG carriers arriving via marine transit through the Freeport Harbor Channel.

The added liquefaction capability will not preclude the terminal from operating in vaporization and send-out mode as business conditions dictate. Also, having dual liquefaction and regasification capabilities will not result in any increase in the number of ship transits since the total amount of LNG handled, either by liquefying natural gas or by vaporizing LNG, will not exceed thresholds authorized under the FERC order approving the Phase II regas project.

A Chapter 313 Value Limitation Agreement is essential to the success of the project and is requested on all of the proposed new improvements and fixed equipment associated with this project as described below.

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TAB 8

Description of Qualified Property

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TAB 9

Description of Land

See the attached map which includes the legal descriptions of land delineating Freeport LNG Development, L.P. Reinvestment Zone No. 2, which was established on September 28, 2010, and Freeport LNG Development, L.P. Reinvestment Zone No. 3, which was established on July 24, 2012.

Note: Freeport LNG Development, L.P. Reinvestment Zone No. 2 expires October 27, 2015 and will be renewed prior to CPA certificate. The renewal is anticipated to take place by November 9th, 2015.

Total Acreage for Freeport LNG Development, L.P. Reinvestment Zones No. 2 and No. 3
As Created by Brazoria County

	Acreage	Acreage
Freeport LNG Development, L.P. Reinvestment Zone No. 2		
Tract I - Main Facilities - P&GS		211.700
Total Freeport LNG Development, L.P. Reinvestment Zone No. 2 Acreage		211.700
Freeport LNG Development, L.P. Reinvestment Zone No. 3		
Lease V		170.051
Lease IV		47.450
Quintana Townsite Lots/Blocks 23 and 10 and Roadway Crossings		
Holly Street Crossing (R.O.W.)		0.1403
Quintana, Block 23, Lot 1		0.1416
Quintana, Block 23, Lot 2		0.1416
Quintana, Block 23, Lot 3		0.1416
Quintana, Block 23, Lot 4		0.1416
Quintana, Block 23, Lot 5		0.1416
Quintana, Block 23, Lot 6		0.1416
Quintana, Block 23, Lot 7		0.1416
Quintana, Block 23, Lot 8		0.1416
Quintana, Block 23, Lot 9		0.1416
Quintana, Block 23, Lot 10		0.1416
Quintana, Block 23, Lot 11-12		0.1416
Second Street Crossing (R.O.W.)		0.2591
Quintana, Block 10, Lot 7		0.1403
Quintana, Block 10, Lot 8		0.1416
Quintana, Block 10, Lot 9		0.1416
Quintana, Block 10, Lot 10		0.1416
Quintana, Block 10, Lot 11		0.1416
Quintana, Block 10, Lot 12		0.1416
Total Quintana Townsite Lots and Road Crossing R.O.W.		2.6876
ROW Tracts for existing 42" pipeline, Proposed NGL Pipeline and Proposed Fiber Optics	Temporary Easement	Permanent Easement, Tract or Roadway/Waterway Crossing
2	0.000	2.638
3	0.000	0.240
5	0.000	0.210
6	0.410	0.480
6R	0.000	0.127
6SR	0.000	0.051
7	0.820	0.560
7R	0.000	0.034
8	1.350	0.640
9	0.070	0.060
10	0.000	0.220
10R	0.000	0.047
11	0.000	0.558
12	3.270	1.160
15	0.600	0.410
16	0.850	0.470
16R	0.000	0.507
17	1.240	0.570
18 & 19	0.700	0.790
20	0.560	0.330
21	0.000	0.270
21R	0.000	0.409
22	0.000	0.049
22a	0.000	0.210
22R	0.000	0.087
23a	0.000	0.600
24a	0.000	0.630
25a	0.000	5.000
26a	0.000	5.000
26R	0.000	0.036
26.5a	0.000	0.210
27a	0.000	5.000
28a	0.000	0.720
29a	0.000	0.300
30a	0.000	0.240
31a	0.000	0.340
35	0.000	0.340
36	0.000	5.000
37	0.390	0.000
37.5	4.070	0.510
37.5R	0.000	0.045

TAB TO APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED
PROPERTY BY FREEPORT LNG DEVELOPMENT, L.P. TO BRAZOSPORT ISD

Total Acreage for Freeport LNG Development, L.P. Reinvestment Zones No. 2 and No. 3
As Created by Brazoria County

FREEPORT LNG DEVELOPMENT L.P.
REINVESTMENT ZONE #2

LEGAL DESCRIPTION
FLNG Land, Inc.

August 13, 2008

TRACT I

Field notes for a 211.70 acre tract of land out of the Stephen F. Austin 1/3 League, Abstract No. 28, Brazoria County, Texas. Said 211.70 acre tract being recorded in Memorandum of Lease agreements between Brazos River Harbor Navigation District of Brazoria County, Texas and FLNG Land, Inc. Said 211.70 acre tract of land being described in the following recorded documents:

Memorandum of Lease between Brazos River Harbor Navigation District of Brazoria County, Texas and FLNG Land, Inc. dated June 30, 2004 Document No. 2004038630 of the Official Records of Brazoria County, Texas

Memorandum of Lease between Brazos River Harbor Navigation District of Brazoria County, Texas and FLNG Land, Inc. dated June 30, 2004 Document No. 2004038631 of the Official Records of Brazoria County, Texas

Memorandum of Lease between Brazos River Harbor Navigation District of Brazoria County, Texas and FLNG Land, Inc. dated June 30, 2004 Document No. 2004038632 of the Official Records of Brazoria County, Texas

Said 211.70 acre tract of land being more particularly described by metes and bounds as follows:

BEGINNING at a 5/8-inch iron rod found on the northwest right of way line of County Road 723 (80-feet wide) for the east corner of a called 212.913 acre tract of land described by Deed to Brazos River Harbor Navigation District of Brazoria County, Texas, filed for record March 28, 1968 in Volume 1340, Page 97 of the Deed Records of Brazoria County, Texas. Said iron rod being a corner of said 211.70 acre lease tract as described in the aforesaid Memorandum of Lease agreements.

1. **THENCE**, with the northwest right of way line of County Road 723, same being the Lease Line of said 211.70 acre tract as described in the aforesaid Memorandum of Lease agreements, S 56°10'39" W, a distance of 846.86 feet to an 5/8-inch iron rod with cap stamped "John Mercer" found for the most southerly corner of the herein described tract of land.
2. **THENCE**, continuing with said Lease Line, N 33°49'26" W, at 1524.01 feet pass a 5/8-inch iron rod with cap stamped "Mustang, LP" set for a witness corner, in all, a total distance of 1574.01 feet to a point on the shoreline of the Gulf Intra-Coastal Waterway for the west corner of the herein described tract.
3. **THENCE**, continuing with said Lease Line, same being the shoreline of the Gulf Intra-Coastal Waterway the following forty courses:

38	1.900	0.910
39	11.150	4.530
40	0.550	0.700
41	0.540	0.350
42	0.500	0.360
43	0.540	0.360
44	0.720	0.360
45	0.540	0.280
46	0.460	0.310
47	0.460	0.310
48	0.460	0.310
49	0.510	0.310
50	0.460	0.310
51	0.610	0.370
52	1.220	0.510
57R	0.000	0.075
53	0.000	0.610
55	0.000	0.020
56	0.000	0.911
57	0.000	0.580
57R	0.000	0.135
58	1.940	1.350
59	0.530	0.600
61	4.040	2.680
62.01 and 62.02	0.540	0.460
62.023	0.020	0.030
62a	2.000	1.500
62.03	0.200	0.230
65	0.440	0.500
66	0.890	1.020
67	0.000	21.700
68	0.020	0.020
69	0.380	7.780
Total Calculated Existing 42" Pipeline, Proposed MGL Line and Proposed Fiber Optics ROW Acreage	51.410	85.576
Sorrell Property		136.985
Sorrell - Bid		
Sorrell Tract 135		305.672
Sorrell Tract 140		4.985
Sorrell Tract 154		4.975
Sorrell Tract 156 & 163		5.112
Sorrell Tract 158-161		10.224
Sorrell Tract 166		20.595
Sorrell Tract 167		4.590
Sorrell Tract 168		4.504
Sorrell Tract 169		4.920
Sorrell Tract 170 & 171		10.001
Sorrell Tract 173		5.039
Sorrell Tract 133-135 & 174-180		50.210
Sorrell Tracts 62, 63, 66, 67		20.000
Total Sorrell Property Acreage		451.301
Total Pinto Partners Tract		774.678
Meter Station		9.210
Total Freeport LNG Development, L.P. Reinvestment Zone No. 3 Acreage		1,592.36

4. N 60°21'17" E, a distance of 40.34 feet;
5. N 56°28'13" E, a distance of 104.62 feet;
6. N 53°02'48" E, a distance of 111.40 feet;
7. N 58°30'57" E, a distance of 131.95 feet;
8. N 58°44'21" E, a distance of 47.64 feet;
9. N 53°13'06" E, a distance of 72.39 feet;
10. N 72°38'26" E, a distance of 41.83 feet;
11. N 56°50'17" E, a distance of 53.99 feet;
12. N 75°24'57" E, a distance of 51.04 feet;
13. N 89°44'23" E, a distance of 34.81 feet;
14. N 59°46'16" E, a distance of 51.51 feet;
15. N 57°01'39" E, a distance of 86.74 feet;
16. N 37°16'17" E, a distance of 36.25 feet;
17. N 09°04'44" W, a distance of 13.59 feet;
18. N 45°16'11" E, a distance of 45.79 feet;
19. N 23°22'10" E, a distance of 83.45 feet;
20. N 43°14'27" E, a distance of 74.16 feet;
21. N 53°45'19" E, a distance of 99.60 feet;
22. N 46°05'26" E, a distance of 130.76 feet;
23. N 68°39'08" E, a distance of 115.00 feet;
24. N 50°16'32" E, a distance of 33.15 feet;
25. N 28°49'35" E, a distance of 78.53 feet;
26. N 08°52'35" E, a distance of 80.20 feet;
27. N 51°21'41" W, a distance of 32.85 feet;
28. N 12°42'49" E, a distance of 52.75 feet;
29. S 79°44'15" E, a distance of 19.16 feet;
30. N 20°24'23" E, a distance of 91.06 feet;
31. N 66°52'32" E, a distance of 51.57 feet;
32. N 50°32'09" E, a distance of 60.22 feet;
33. N 11°45'16" E, a distance of 37.06 feet;
34. N 53°06'17" E, a distance of 209.90 feet;
35. N 47°49'19" E, a distance of 162.10 feet;
36. N 31°25'57" E, a distance of 166.42 feet;
37. N 45°26'22" E, a distance of 143.82 feet;
38. N 32°19'38" E, a distance of 99.32 feet;
39. N 14°57'00" E, a distance of 137.40 feet;
40. N 43°22'58" E, a distance of 150.42 feet;
41. N 40°25'48" E, a distance of 138.98 feet;
42. N 46°58'21" E, a distance of 322.68 feet;
43. N 61°02'09" E, a distance of 69.38 feet;

44. **THENCE**, continuing with said Lease Line, S 44°54'24" E, at a distance of 50.00 feet pass a 5/8-inch iron rod with cap stamped "Mustang, LP" set for a witness corner, in all, a total distance of 1410.02 feet to an iron rod with cap stamped "Mustang, LP" set.

45. **THENCE**, continuing with said Lease Line, N 45°05'50" E, at a distance of 1509.49 feet pass a 5/8-inch iron rod with cap stamped "RPLS 3808" found at the south corner of a called 3.45 acre tract of land described in a document titled "First Amendment to Ground Lease and Development Agreement" filed for record February 15, 2007 in Document No. 2007009294 of the Official Records of Brazoria County, Texas, in all, a distance of 1812.99 feet to a 1/2-inch iron rod found at the west corner of said 3.45 acre tract.

46. **THENCE**, continuing with said Lease Line, same being the northeasterly line of said 3.45 acre tract, N 44°54'32" W, at a distance of 495.00 feet pass a 5/8-inch iron rod with cap stamped "RPLS 3808" found at the north corner said 3.45 acre tract, in all, a distance of 1411.38 feet to a 5/8-inch iron rod with cap stamped "Mustang, LP" set.

47. **THENCE**, continuing with said Lease Line, N 45°06'26" E, a distance of 1089.40 feet to a 5/8-inch iron rod with cap stamped "Mustang, LP" set.

48. **THENCE**, continuing with said Lease Line, N 44°48'15" W, at a distance of 76.94 feet pass a 5/8-inch iron rod with cap stamped "Mustang, LP" set for a witness corner, in all a distance of 106.94 feet to a point on the shoreline of the Gulf Intra-Coastal Waterway.

49. **THENCE**, continuing with said Lease Line the following seventeen (17) courses:

50. N 66°09'00" E, a distance of 213.74 feet;
51. N 72°57'30" E, a distance of 161.08 feet;
52. N 80°21'59" E, a distance of 70.35 feet;
53. S 86°59'20" E, a distance of 347.90 feet;
54. N 74°42'06" E, a distance of 19.72 feet;
55. S 86°00'04" E, a distance of 250.47 feet;
56. S 69°42'34" E, a distance of 101.72 feet;
57. S 18°50'12" W, a distance of 674.46 feet;
58. S 44°53'19" E, a distance of 169.08 feet;
59. N 45°03'20" E, a distance of 180.17 feet;
60. S 44°54'24" E, a distance of 111.11 feet;
61. N 45°05'46" E, a distance of 325.67 feet;
62. S 44°56'11" E, a distance of 172.17 feet;
63. N 45°05'50" E, a distance of 187.35 feet;
64. S 68°35'00" E, a distance of 87.92 feet;
65. S 37°00'10" E, a distance of 52.09 feet;
66. S 40°44'21" E, a distance of 90.43 feet to a point on the northwesterly right of way line of Holly Street as recorded on the plat of Quintana Townsite recorded in Volume 2, Page 139 of the Plat Records of Brazoria County, Texas.

67. **THENCE**, continuing with said Lease Line, same being the northwest right of way line of said Holly Street, S 45°05'50" W, at a distance of 400.00 feet pass a 5/8-inch iron rod with cap stamped "Mustang, LP" set for a witness corner, in all, a total distance of 3,930.43 feet to a 5/8-inch iron rod with cap found on the southwesterly right of way line of Eleventh Street as recorded on the plat of said Quintana Townsite.

68. **THENCE**, continuing with said Lease Line, same being the southwesterly right of way line of said Eleventh Street, S 44°53'33" E, a distance of 283.30 feet to a 5/8-inch iron rod with cap found, said iron rod being on the northwesterly right of way line of Lamar Street as recorded on the plat of said Quintana Townsite.

69. **THENCE**, continuing with said Lease Line, same being the northwesterly right of way line of Lamar Street, S 45°05'50" W, a distance of 1,971.45 feet to a 5/8-inch iron rod with cap stamped "Mustang, LP" set.

70. **THENCE**, leaving said right of way line and continuing with said Lease Line, N 44°54'21" W, a distance of 22.02 feet to a 5/8-inch iron rod with cap stamped "Mustang, LP" set on the northwesterly right of way line of aforesaid County Road 723.

71. **THENCE**, continuing with said Lease Line and with said northwesterly right of way line, S 56°10'39" W, a distance of 837.55 feet to the **POINT OF BEGINNING** and containing 211.70 acres of land, more or less.

TRACT II

Field notes for a 3.45 acre tract of land out of the Stephen F. Austin 1/3 League, Abstract No. 28, Brazoria County, Texas. Said 3.45 acre tract being that same 3.45 acre tract of land described in a document titled "Fourth Amendment to Ground Lease and Development Agreement" filed for record February 15, 2007 in Document No. 2007009295 of the Official Records of Brazoria County, Texas. Said 3.45 acre tract of land being more particularly described by metes and bounds as follows:

COMMENCING for reference at a 5/8-inch iron rod found at the intersection of the northwesterly right of way line of Lamar Street and the southwesterly right of way line of Eleventh Street as recorded on the plat of Quintana Townsite in Volume 2, Page 139 of the Plat Records of Brazoria County, Texas.

THENCE, N 30°44'12" E, a distance of 1934.54 feet to a 1/2-inch iron rod found for the **POINT OF BEGINNING**, said iron rod being the East corner of said 3.45 acre tract.

THENCE, with the southeasterly line of said 3.45 acre tract, S 45°05'50" W, a distance of 303.50 feet to a 5/8-inch iron rod with cap stamped "RPLS 3808" found for the south corner of said 3.45 acre tract.

THENCE, with the southwesterly line of said 3.45 acre tract, N 44°54'32" W, a distance of 495.00 feet to a 5/8-inch iron rod with cap stamped "Mustang, LP" set for the west corner of said 3.45 acre tract.

THENCE, with the northwesterly line of said 3.45 acre tract, N 45°05'50" E, a distance of 303.50 feet to a 5/8-inch iron rod with cap stamped "RPLS 3808" found for the north corner of said 3.45 acre tract.

THENCE, with the northeasterly line of said 3.45 acre tract, S 44°54'32" E, a distance of 495.00 feet the **POINT OF BEGINNING** and containing 3.45 acres of land more or less.

TRACT III

The following described lots are recorded in the name of FLNG Land, Inc. All listed lots are recorded on the plat of Quintana Townsite in Volume 2, Page 139 of the Plat Records of Brazoria County, Texas:

Lot	BLOCK	GRANTEE	DOCUMENT NO.
8	10	FLNG Land, Inc.	2005015941
6	23	FLNG Land, Inc.	2008010715
8	23	FLNG Land, Inc.	2006039985 & 2006039986
9	23	FLNG Land, Inc.	2006024928
10	23	FLNG Land, Inc.	2006008268
11 & 12	23	FLNG Land, Inc.	2006008273
7	46	FLNG Land, Inc.	2006073414 & 2007056630
8	46	FLNG Land, Inc.	2006073646
9	46	FLNG Land, Inc.	2006070380
12	46	FLNG Land, Inc.	2008029563 & 2008029564
11	10	FLNG Land, Inc.	2007056629
1, 2, 3, 4, 7	23	FLNG Land, Inc.	2007056629 (1/3 interest)
7, 8, 9, 10, 11, 12	53	FLNG Land, Inc.	2007056629
3 & 4	70	FLNG Land, Inc.	2007056629
11 & 12	76	FLNG Land, Inc.	2007047138
3, 4, 5, 6, 7, 8, 9, 10, 11, 12	103	FLNG Land, Inc.	2007056629

All documents are recorded in the Official Records of Brazoria County, Texas.

This Field Note description is based on an ALTA/ACSM Land Title Survey of even date made by Archie D. Stout, Registered Professional Land Surveyor, Texas Registration No. 4416.



FREEPORT LNG DEVELOPMENT, L.P.
REINVESTMENT ZONE No. 3
LEGAL DESCRIPTIONS



Doyle & Wachtstetter, Inc.

Surveying and Mapping • GPS/GIS

170.051 ACRES
S. F. AUSTIN 1/3 LEAGUE, ABSTRACT 28
J. G. McNEEL SURVEY, ABSTRACT 335
BRAZORIA COUNTY, TEXAS
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ALL THAT CERTAIN 170.051 ACRES of land out of a called 212.913 acre tract conveyed to Brazos River Harbor Navigation District of Brazoria County, Texas in Volume 1340, Page 97 of the Brazoria County Deed Records and situated in the Stephen F. Austin 1/3 League, Abstract 28 and J. G. McNeel Survey, Abstract 335, Brazoria County, Texas, and more particularly described by metes and bounds using survey terminology which refers to the Texas State Plane Coordinate System, South Central Zone (NAD 83) in which the directions are Lambert grid bearings and the distances are horizontal surface level lengths as follows;

BEGINNING at a found 5/8" iron rod in the Northwest right-of-way line of County Road 723 at position X=3145059.84 and Y=13538911.35, same being the South corner of a called 211.70 acre tract recorded in memorandum of lease agreements between Brazos River Harbor Navigation District and FLNG Land, Inc. in County Clerk's Files 04-038630 through 04-038632 of the Brazoria County Official Records from which a found 5/8" iron rod marking the East corner of the aforementioned 212.913 acre tract bears North 56°10'39" East, a distance of 846.90 feet;

THENCE South 56°08'54" West, coincident with the Northwest right-of-way line of County Road 723, same being the Southeast line of the said 212.913 acre tract, a distance of 4438.83 feet to a found 3/4" iron rod for corner making the East corner of Bryan Beach Subdivision, Section VII, recorded in Volume 10, Page 39 of the Brazoria County Plat Records;

THENCE North 30°05'06" West, coincident with the Southwest line of the said 212.913 acre tract, same being the Northeast line of Bryan Beach Subdivision, Section VII, at 1800.00 feet pass a set 5/8" iron rod and continue to a total distance of 1835.27 feet a point for corner in the top bank of the Intracoastal Waterway;

THENCE along the top bank of the Intracoastal Waterway with the following meanders:

North 61°22'06" East, a distance of 197.22 feet;
North 58°27'34" East, a distance of 95.63 feet;
North 46°09'19" East, a distance of 36.36 feet;
North 71°40'52" East, a distance of 68.21 feet;
North 67°21'32" East, a distance of 92.86 feet;
North 59°05'34" East, a distance of 140.48 feet;
North 10°20'20" East, a distance of 10.93 feet;
North 46°33'45" East, a distance of 109.69 feet;
North 18°44'56" East, a distance of 13.87 feet;
North 63°12'00" East, a distance of 60.27 feet;
North 81°16'59" East, a distance of 61.39 feet;
North 54°47'25" East, a distance of 68.14 feet;
North 88°00'07" East, a distance of 51.07 feet;

170.051 ACRES
S. F. AUSTIN 1/3 LEAGUE, ABSTRACT 28
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BRAZORIA COUNTY, TEXAS
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South 71°19'00" East, a distance of 17.14 feet;
North 59°05'31" East, a distance of 63.20 feet;
North 7°49'01" East, a distance of 30.63 feet;
North 62°48'25" East, a distance of 53.26 feet;
North 48°58'11" East, a distance of 42.17 feet;
North 79°44'30" East, a distance of 9.29 feet;
North 19°09'07" East, a distance of 11.25 feet;
North 64°19'17" East, a distance of 55.21 feet;
North 26°45'22" East, a distance of 14.30 feet;
North 55°50'14" East, a distance of 40.42 feet;
South 89°40'30" East, a distance of 15.79 feet;
North 65°20'37" East, a distance of 76.63 feet;
North 60°02'20" East, a distance of 46.05 feet;
North 56°19'13" East, a distance of 72.04 feet;
North 54°32'40" East, a distance of 106.26 feet;
North 71°56'46" East, a distance of 27.23 feet;
North 54°26'38" East, a distance of 24.64 feet;
North 64°00'33" East, a distance of 101.20 feet;
North 53°01'15" East, a distance of 28.67 feet;
North 74°33'35" East, a distance of 38.49 feet;
North 57°36'43" East, a distance of 43.38 feet;
North 52°31'17" East, a distance of 64.92 feet;
North 56°16'47" East, a distance of 70.62 feet;
North 55°35'21" East, a distance of 89.52 feet;
North 54°20'52" East, a distance of 50.73 feet;
North 60°50'46" East, a distance of 57.92 feet;
North 63°05'13" East, a distance of 20.92 feet;
North 64°13'06" East, a distance of 19.19 feet;
North 82°31'53" East, a distance of 15.90 feet;
North 63°30'32" East, a distance of 26.36 feet;
North 73°51'09" East, a distance of 30.22 feet;
North 88°03'47" East, a distance of 51.52 feet;
North 43°35'05" East, a distance of 22.85 feet;
South 68°05'38" East, a distance of 27.24 feet;
North 74°51'17" East, a distance of 41.64 feet;
North 49°53'12" East, a distance of 31.78 feet;
North 60°38'27" East, a distance of 34.83 feet;
North 17°11'45" East, a distance of 21.50 feet;
North 58°27'10" East, a distance of 68.51 feet;
North 44°07'35" East, a distance of 18.61 feet;
North 72°26'27" East, a distance of 14.21 feet;
North 27°37'40" East, a distance of 14.48 feet;

170.051 ACRES

S. F. AUSTIN 1/3 LEAGUE, ABSTRACT 28
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North 3°51'52" West, a distance of 13.92 feet;
North 53°41'25" East, a distance of 33.88 feet;
North 87°45'31" East, a distance of 9.22 feet;
North 51°15'42" East, a distance of 37.01 feet;
North 41°40'24" East, a distance of 45.34 feet;
North 81°26'04" East, a distance of 16.71 feet;
North 58°07'06" East, a distance of 99.40 feet;
North 15°15'50" East, a distance of 24.19 feet;
North 60°18'11" East, a distance of 16.91 feet;
North 29°16'26" East, a distance of 19.20 feet;
North 74°49'14" East, a distance of 39.54 feet;
North 87°27'08" East, a distance of 31.18 feet;
North 70°54'00" East, a distance of 48.18 feet;
North 56°50'00" East, a distance of 35.21 feet;
North 43°44'23" East, a distance of 46.71 feet;
North 11°58'41" East, a distance of 42.00 feet;
North 48°57'09" East, a distance of 14.26 feet;
North 64°34'34" East, a distance of 35.24 feet;
North 52°10'00" East, a distance of 36.70 feet;
North 32°21'20" East, a distance of 17.97 feet;
North 80°53'08" East, a distance of 18.50 feet;
North 59°56'28" East, a distance of 14.21 feet;
North 31°11'55" East, a distance of 27.05 feet;
North 85°59'17" East, a distance of 19.32 feet;
South 24°16'08" East, a distance of 37.66 feet;
North 84°04'07" East, a distance of 33.71 feet;
North 11°02'44" East, a distance of 12.74 feet;
North 52°05'44" East, a distance of 16.14 feet;
South 71°17'41" East, a distance of 11.47 feet;
North 67°49'48" East, a distance of 23.16 feet;
North 3°03'41" West, a distance of 9.52 feet;
North 40°30'22" East, a distance of 9.29 feet;
South 54°52'05" East, a distance of 12.58 feet;
South 34°57'02" East, a distance of 32.24 feet;
North 63°16'20" East, a distance of 22.86 feet;
South 77°45'24" East, a distance of 12.96 feet;
North 58°03'56" East, a distance of 35.11 feet;
North 7°00'50" West, a distance of 28.40 feet;
North 45°16'14" East, a distance of 55.58 feet;
North 48°16'37" East, a distance of 86.12 feet;
North 61°13'49" East, a distance of 74.25 feet;
North 47°56'51" East, a distance of 25.19 feet;

170.051 ACRES

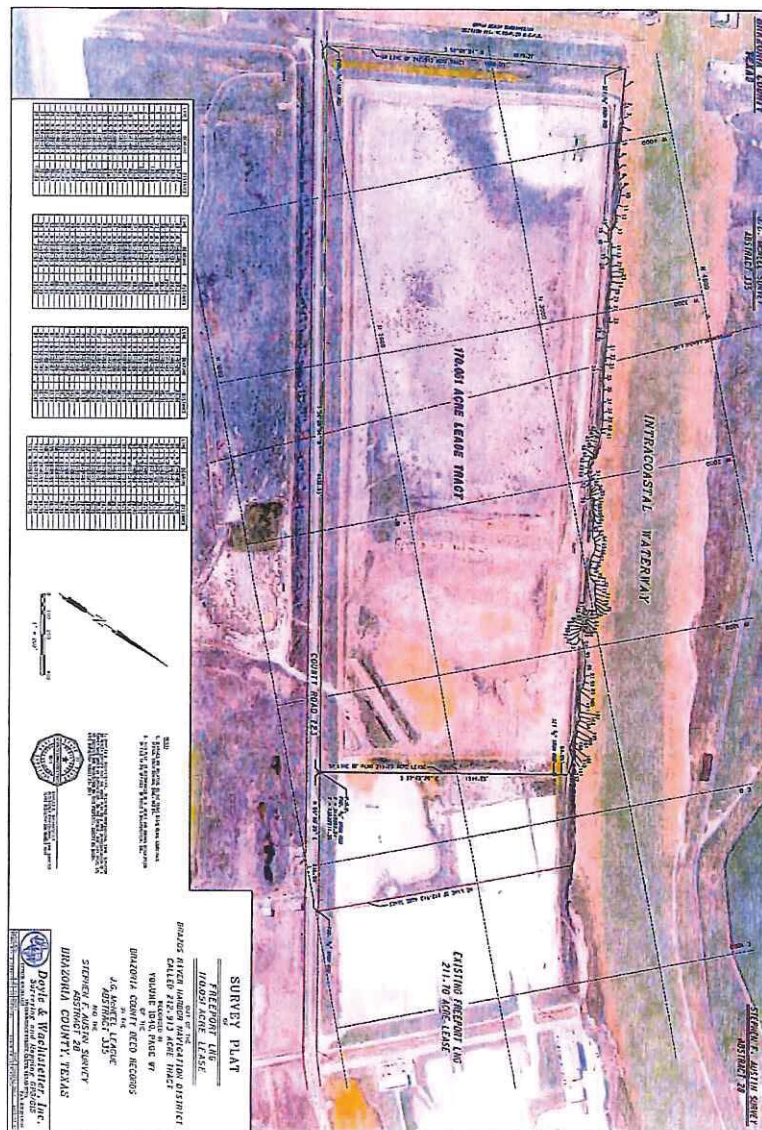
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North 68°08'51" East, a distance of 46.83 feet;
South 78°39'04" East, a distance of 24.76 feet;
North 63°31'31" East, a distance of 35.59 feet;
North 56°08'18" East, a distance of 96.73 feet;
North 76°54'41" East, a distance of 22.82 feet;
North 36°31'44" East, a distance of 32.74 feet;
South 69°33'24" East, a distance of 10.56 feet;
North 73°06'47" East, a distance of 53.02 feet;
North 45°08'53" East, a distance of 18.62 feet;
North 86°21'54" East, a distance of 45.91 feet;
North 65°08'11" East, a distance of 31.80 feet;
North 88°09'59" East, a distance of 16.58 feet;
North 57°18'14" East, a distance of 31.72 feet;
North 39°41'15" East, a distance of 54.13 feet;
North 66°11'34" East, a distance of 47.91 feet;
and North 77°57'52" East, a distance of 52.10 feet;

THENCE South 33°49'26" East, coincident with the Southwest line of the aforementioned FLNG Land, Inc. 211.70 acre lease tract, at 84.09 feet pass a set 5/8" iron rod and continue to a total distance of 1514.09 to the POINT OF BEGINNING, containing 170.051 acres of land, more or less.

Charles D. Wachtstetter
Registered Professional Land Surveyor
Texas Registration Number 4547
August 23, 2011

This description is based on a survey, a plot of which, dated August 23, 2011 is on file in the office of Doyle & Wachtstetter, Inc.



LEGAL DESCRIPTION **Tract D - 3** **47.45 Acres**

STATE OF TEXAS §

COUNTY OF BRAZORIA §

Being 47.45 acres of land out of the Stephen F. Austin Survey, Abstract No. 28, Brazoria County, Texas, and being a portion of the Quintana Townsite as recorded in Volume 2, Page 139 of the Plat Records of Brazoria County, Texas and a portion of that certain tract of land described in that Final Judgment between Brazos River Harbor Navigation District and Teresa Lewis Learned, et al, filed for record in Volume 1679, Page 485 of the Deed Records of Brazoria County, Texas, said 47.45 acres includes a portion of that certain 48.4333 acre tract of land described by Agreement for the Assignment of Ground Lease and Related Assets between Monsanto and FOC, Inc., filed for record May 31, 1994 under Clerk's File No. 94 020517 in the Official Records of Brazoria County, Texas and said 47.45 acre tract being more completely described by metes and bounds as follows:

BEGINNING at the most easterly south corner of said 48.4333 acre tract, being the east corner of that certain 14.3011 acre tract of land described by First Amendment to Ground Lease and Definitive Agreement Regarding Port Facilities between Brazos River Harbor Navigation District of Brazoria County, Texas and ExxonMobil Pipeline Company, filed for record June 27, 2000 under Clerk's File No. 00 026963 in the Official Records of Brazoria County, Texas.

THENCE along the most easterly southeast line of said 48.4333 acre tract, N 45°05'50" E, a distance of 770.10 feet to a 5/8" iron rod with cap stamped "John D. Mercer, RPLS #1924" found for the most southerly east corner of said 48.4333 acre tract.

THENCE N 44°54'31" W, a distance of 1,411.38 feet to a 5/8" iron rod with cap stamped "John D. Mercer, RPLS #1924" found on the most easterly northwest line of said 48.4333 acre tract.

THENCE along said northwest line, N 45°06'26" E, a distance of 1,089.40 feet to a 5/8" iron rod with cap stamped "John D. Mercer, RPLS #1924" found for an interior ell corner of said 48.4333 acre tract.

THENCE N 44°48'15" W, a distance of 76.53 feet to a 5/8" iron rod with cap stamped "John D. Mercer, RPLS #1924" found on the southeast bank of the Gulf Intra-Coastal Waterway for the most northerly corner of the herein described tract.

THENCE along the southeast bank of the Gulf Intra-Coastal Waterway as follows:

S 63°18'57" W, a distance of 88.25 feet;
 S 58°10'24" W, a distance of 108.84 feet;
 S 48°55'13" W, a distance of 94.98 feet;
 S 46°34'12" W, a distance of 87.65 feet;
 S 37°39'56" W, a distance of 40.02 feet;
 S 64°41'08" W, a distance of 103.68 feet;
 S 52°41'13" W, a distance of 116.67 feet;
 S 77°42'22" W, a distance of 73.40 feet;
 S 46°05'49" W, a distance of 100.87 feet;
 S 54°10'02" W, a distance of 37.38 feet;

COPY

Tract D - 3
47.45 Acres

S 05°46'27" W, a distance of 39.72 feet;
S 41°03'09" W, a distance of 52.39 feet;
S 32°48'20" W, a distance of 147.29 feet;
S 67°15'40" W, a distance of 104.15 feet;
N 69°11'48" W, a distance of 105.98 feet;
S 75°39'43" W, a distance of 30.04 feet;
S 08°40'49" W, a distance of 40.36 feet;
S 33°09'49" W, a distance of 137.32 feet;
S 34°55'41" W, a distance of 70.01 feet;
S 58°24'48" W, a distance of 63.09 feet;
N 89°46'54" W, a distance of 93.86 feet;
S 68°00'57" W, a distance of 31.93 feet;
S 60°57'55" W, a distance of 29.87 feet;
S 40°12'55" W, a distance of 26.71 feet;
S 41°42'45" W, a distance of 82.87 feet;
S 48°50'15" W, a distance of 30.84 feet;
S 32°17'49" W, a distance of 32.59 feet;
S 25°41'43" W, a distance of 27.89 feet;
S 14°34'52" E, a distance of 19.47 feet;
S 37°30'52" E, a distance of 64.67 feet;
S 03°14'21" E, a distance of 45.93 feet;
S 15°32'02" W, a distance of 115.86 feet;
S 44°57'56" W, a distance of 51.24 feet;
S 43°57'14" W, a distance of 78.71 feet;
S 40°28'39" W, a distance of 59.91 feet;
S 35°08'21" W, a distance of 108.92 feet;
S 05°06'52" W, a distance of 86.20 feet;
S 03°44'46" E, a distance of 76.41 feet;
S 38°39'21" E, a distance of 116.00 feet;
S 81°16'10" W, a distance of 52.35 feet;
N 48°07'15" W, a distance of 52.43 feet;
N 64°50'56" W, a distance of 60.41 feet;
N 84°43'49" W, a distance of 69.39 feet;
S 35°04'27" W, a distance of 105.55 feet;
S 37°15'41" W, a distance of 87.39 feet;
S 25°15'21" W, a distance of 53.04 feet;
S 20°48'56" E, a distance of 114.31 feet;
S 76°31'29" W, a distance of 64.16 feet;
N 66°34'25" W, a distance of 28.43 feet; and
S 60°54'58" W, a distance of 12.78 feet to a point for the most westerly corner of the herein described tract.

Tract D - 3
47.45 Acres

THENCE S 44°54'23" E, passing a 5/8" iron rod with cap stamped "John D. Mercer, RPLS #1924" found at 55.00 feet and continuing a total distance of 270.04 feet to the most westerly south corner of the herein described tract.

THENCE N. 45°05'01" E, a distance of 628.77 feet to the most westerly north corner of said 14.3011 acre tract.

THENCE S 44°53'45" E, a distance of 509.05 feet an interior ell corner of said 14.3011 acre tract, being the most westerly south corner of said 48.4333 acre tract.

THENCE N 45°06'15" E, a distance of 414.46 feet to the most easterly north corner of said 14.3011 acre site, being an interior ell corner of said 48.4333 acre tract.

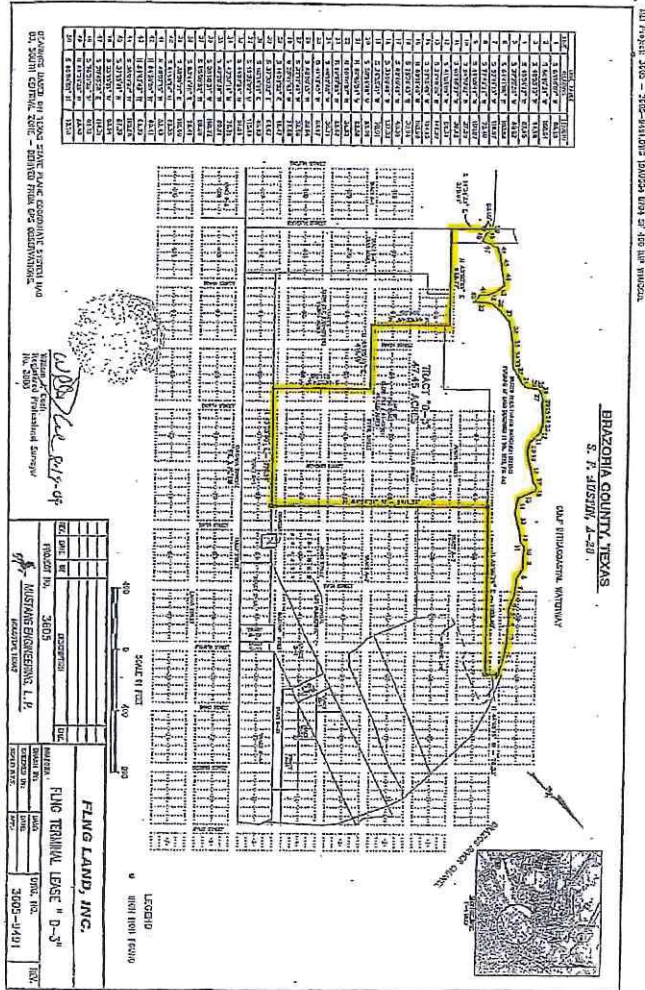
THENCE S 44°53'45" E, a distance of 631.08 feet to the POINT OF BEGINNING and containing 47.45 acres of land, more or less.

Bearings are derived from GPS observations and based on the Texas State Plane Coordinate System, South Central Zone, NAD 83 grid bearings.

William J. Cash Jr.
RPLS No. 3805



COPY



Additional Legal Descriptions for Quintana Block 23 (Lots 1-4, 6-12), Quintana Block 10 (Lots 7-12) and Holly Street and Second Street Crossings

Holly Street Crossing R.O.W

Approximately 0.1403 acres out of the S.F. Austin Survey, A-28, Brazoria County, Texas, being 61.1 feet in length across Holly Street and 100 feet in width

Quintana Block 23

1. Lot 1 - Approximately 0.1416 acres out of Block 23 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
2. Lot 2 - Approximately 0.1416 acres out of Block 23 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
3. Lot 3 - Approximately 0.1416 acres out of Block 23 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
4. Lot 4 - Approximately 0.1416 acres out of Block 23 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
5. Lot 6 - Approximately 0.1416 acres out of Block 23 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
6. Lot 7 - Approximately 0.1416 acres out of Block 23 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
7. Lot 8 - Approximately 0.1416 acres out of Block 23 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
8. Lot 9 - Approximately 0.1416 acres out of Block 23 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
9. Lot 10 - Approximately 0.1416 acres out of Block 23 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
10. Lots 11-12 - Approximately 0.2831 acres out of Block 23 out of the S.F. Austin Survey, A-28, Brazoria County, Texas

Second Street Crossing R.O.W

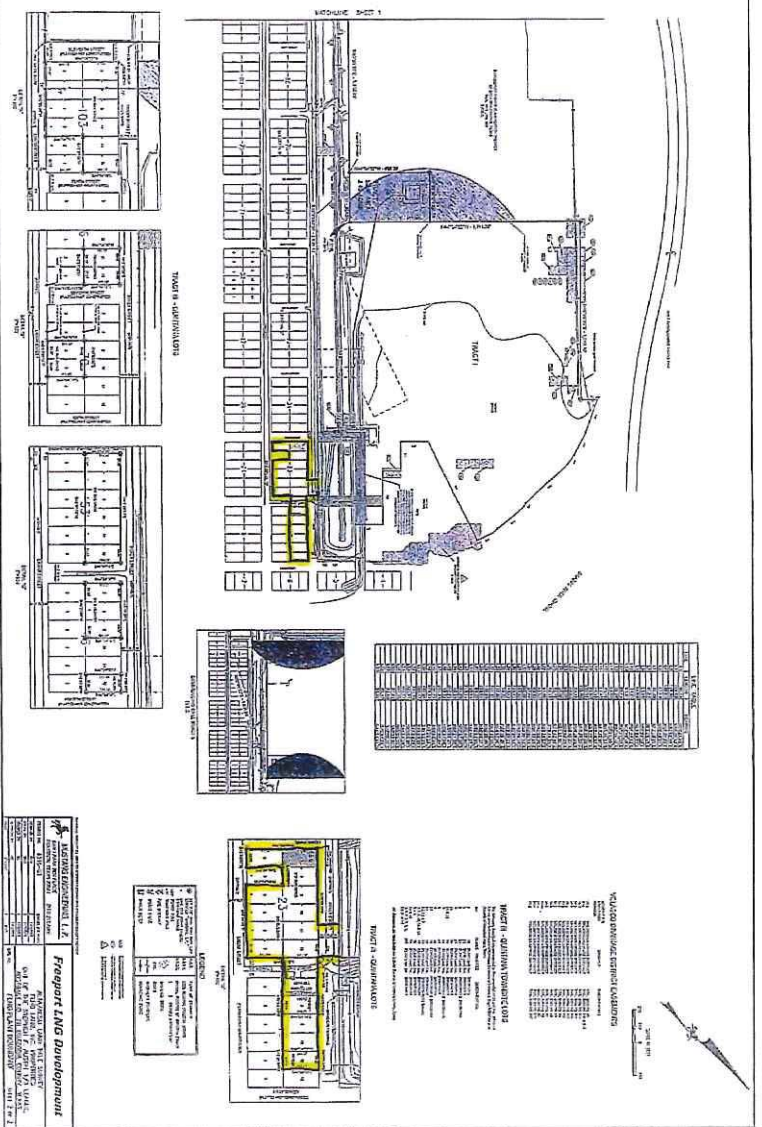
Approximately 0.1403 acres out of the S.F. Austin Survey, A-28, Brazoria County, Texas, being 61.1 feet in length across Second Street and 100 feet in width between Block 23 and Block 10

Quintana Block 10

1. Lot 7 - Approximately 0.1416 acres out of Block 10 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
2. Lot 8 - Approximately 0.1416 acres out of Block 10 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
3. Lot 9 - Approximately 0.1416 acres out of Block 10 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
4. Lot 10 - Approximately 0.1416 acres out of Block 10 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
5. Lot 11 - Approximately 0.1416 acres out of Block 10 out of the S.F. Austin Survey, A-28, Brazoria County, Texas
6. Lot 12 - Approximately 0.1416 acres out of Block 10 out of the S.F. Austin Survey, A-28, Brazoria County, Texas

Right of Way Tract Description Index for 42" Pipeline, Proposed NGL Pipeline and Proposed Fiber Optics
Please see the electronic copy of the application for additional individual tract documents and information.

Tract No.	Legal Land Description	Approximate Area Description	Approx. ROW Feet	File Name (.pdf)	Page No. of the Legal Land Description and Map are on (of electronic files)
2	S.F. Austin Survey, A-28 & A. Mitchell Survey, A-93, Brazoria County, Texas, Exhibit "B"	land located across state-owned land in Brazoria County, Brazos River/freshwater Channel (69.6 rods in length), being 50 feet wide on either side of the centerline of the 42" pipeline, being approximately 2.638 acres	1149.00	Tracts 2 and 55	5
3	Part Lot(s) 13A & 14, B.C.C. Division 3 Subdivision, A. Mitchell Labor, A-98, Brazoria County, Texas, Exhibit "B"	0.24 acres out of Part Lot(s) 13A & 14, B.C.C. Division 3 Subdivision, A. Mitchell Labor, A-98.	229.70	Tract 3	2
5	Part Lot 13, B.C.C. Division 3 Subdivision, A. Mitchell Labor, A-98, Brazoria County, Texas, Exhibit "B"	A-93 are permanent Easement Parcel out of the Mitchell Labor, Abstract 98.	297.99	Tract 5	2
6	Lot 12, B.C.C. Division 3 Subdivision, A. Mitchell Labor, A-98, Brazoria County, Texas, Exhibit "B"	A-98 are permanent Easement Parcel out of the Mitchell Labor, Abstract 98.	655.59	Tract 6	2
6B	A. Mitchell Survey, A-98, Brazoria County, Texas, Exhibit "B"	across defined roadway in Village of Surfside Beach (Coast Guard Road), being 15 feet on either side of the centerline, being approximately 0.001 acres	110.88	Tracts 6B, 6.5B, 7B, 10B	2,3
6.5B	A. Mitchell Survey, A-98, Brazoria County, Texas, Exhibit "B"	across defined roadway in Village of Surfside Beach (Coast Guard Road), being 15 feet on either side of the centerline, being approximately 0.001 acres	44.305	Tracts 6B, 6.5B, 7B, 10B	4
7	Lot 12, B.C.C. Division 3 Subdivision, A. Mitchell Labor, A-98, Brazoria County, Texas, Exhibit "B"	A-98 are permanent Easement Parcel out of the Mitchell Labor, Abstract 98.	713.63	Tract 7	2
7B	A. Mitchell Survey, A-98, Brazoria County, Texas, Exhibit "B"	across defined roadway in Village of Surfside Beach (Coast Guard Road), being 15 feet on either side of the centerline of the 42" pipeline, being approximately 0.004 acres	10.01	Tracts 6B, 6.5B, 7B, 10B	5
8	Lot 1, B.C.C. Division 3 Subdivision, A. Mitchell Labor, A-98, F.J. Chalk League, A-51, Brazoria County, Texas, Exhibit "B"	A 0.64 acre tract or parcel of land and a 1.39 acre temporary easement parcel of land out of the A. Mitchell Labor, Abstract 98, Lot 1, Brazoria County, Texas	795.58	Tract 8	2
9	Lot 12, U.C.C. Division 3 Subdivision, F.J. Chalk League, A-51, Brazoria County, Texas, Exhibit "B"	A 0.64 acre tract or parcel of land and a 1.39 acre temporary easement parcel of land out of the F.J. Chalk League, Abstract 51, Lot 12, Brazoria County, Texas	908.87	Tract 9	2
10	Lot 11, B.C.C. Division 3 Subdivision, F.J. Chalk League, A-51, Brazoria County, Texas, Exhibit "B"	A 0.32 acre tract or parcel of land out of the F.J. Chalk League, Abstract 51, Lot 11, Brazoria County, Texas	314.49	Tract 10	3
10B	A. Mitchell Survey, A-93 & F.J. Chalk Survey, A-51, Brazoria County, Texas, Exhibit "B"	across defined roadway in Village of Surfside Beach (Coast Guard Road), being 25 feet on either side of the centerline of the 42" pipeline, being approximately 0.007 acres	40.59	Tracts 6B, 6.5B, 7B, 10B	7
11	A. Mitchell Survey, A-93 & F.J. Chalk Survey, A-51, Brazoria County, Texas, Exhibit "B"	across the Intersected Waterway (Total Length: 810.94' - 49.12' Road)	810.84	Tract 11 - Intersected Waterway Crossing	2
12	Lots 9, 10, 11 & 12, B.C.C. Division 3 Subdivision, F.J. Chalk League, A-51, Brazoria County, Texas, Exhibit "B"	A tract or parcel of land (Permanent Easement: 1.38 acres, Temporary Easement: 8.270) out of Lot(s) 9, 10, 11 & 12, B.C.C. Division 3 Subdivision, F.J. Chalk League, Brazoria County, Texas	2009.03	Tract 12	3
15	Lot 1B, B.C.C. Division 4 Subdivision, F.J. Chalk League, A-51, Brazoria County, Texas, Exhibit "B"	A 0.41 acre tract or parcel of land and a 0.50 acre temporary easement parcel of land out of Lot 1B, B.C.C. Division 4 Subdivision, F.J. Chalk League, A-51	446.31	Tract 15	2
16	Lot A, B.C.C. Division 4 Subdivision, F.J. Chalk League, A-51, Brazoria County, Texas, Exhibit "B"	A 0.42 acre tract or parcel of land and a 0.53 acre temporary easement parcel of land out of Lot A, B.C.C. Division 4 Subdivision, F.J. Chalk League, A-51	458.51	Tract 16	2

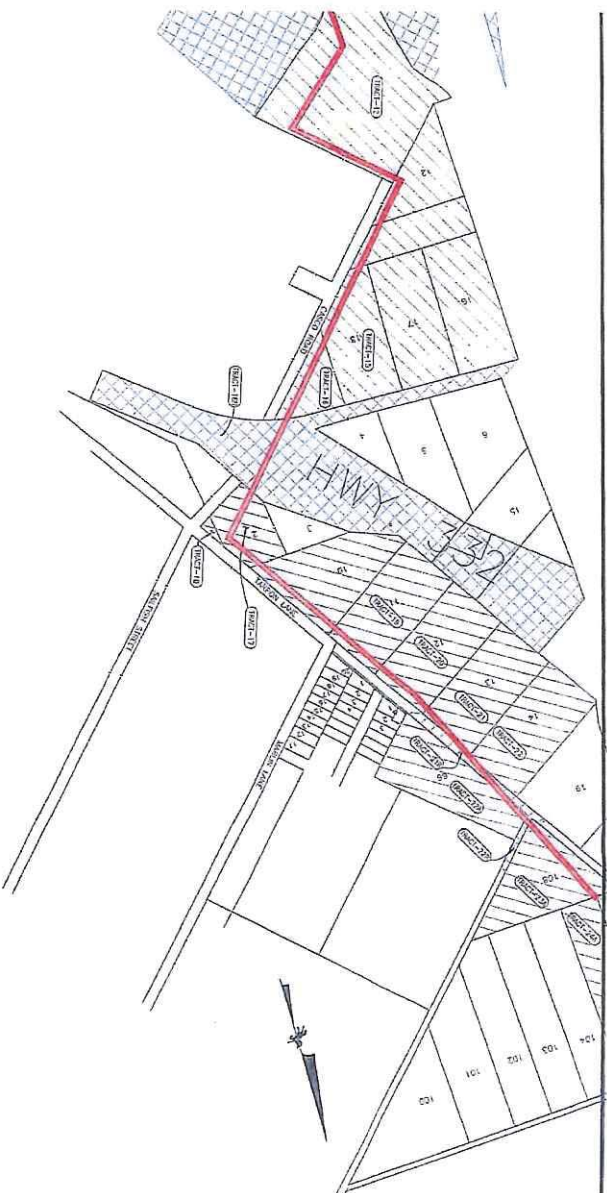


31a	lot 121, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51.	R 34 acre out of lot 121, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51	204.43	Tract 31a	2
35	lot 122, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c.	A 0.34 acre tract or parcel of land out of lot 122, out of the F.I. Cohn League, A-51 Abstract 51, Brazoria County, Texas	209.37	Tract 35	2
36	lot 123, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c.	5.00 acres, covered by PL06, being lot 123, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51, Brazoria County, Texas	234.30	Tract 36	6
37	lot 124, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c, A-52.	0.00 acre of permanent easement and a 0.39 acre temporary easement parcel out of lot 124, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51, Brazoria County, Texas	0.00	Tract 37, 41, 43, 45, 47, 52	4
37.5	lot 125, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c.	A 1.1 acre and a 0.09 acre temporary easement parcel of land out of lot 125, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51	338.19	Tract 37.5, 38	2
37.5b	F.I. Cohn Survey, A-51, Brazoria County, Texas	land under, over or along a certain County Road, being approximately 0.008 acres (Unimproved Road, Brazoria County) - Approx. ROW feet = 42.075', Approx. width = 73 feet on either side of the centerline of the 42' pipeline	42.075	Tract 37b, 21b, 22b, 26b, 37.5b, 52b, 57b	5
38	100.52 Acres, F.I. Cohn League, A-51, Brazoria County, Texas, Exhibit 7c.	A 0.91 acre tract or parcel of land and a 1.09 acre temporary easement parcel of land out of the F.I. Cohn League, Abstract Number 51, Brazoria County, Texas	708.52	Tract 38, 39	3
39	346.400 acres, F.I. Cohn League, A-51, Brazoria County, Texas, Exhibit 7c.	A 4.53 acre tract of land and a 1.130 acre temporary easement parcel of land out of 346.400 acres, F.I. Cohn League, A-51, Brazoria County, Texas.	396.00	Tract 39	2
40	lots 134 & 135, B.C.I.C. Division 9 Subdivision, F.I. Cohn League, A-51, Brazoria County, Texas, Exhibit 7c, 1.	A 0.70 acre tract and a 0.09 acre temporary easement parcel of land out of a part of 100.52 acres, more or less, being Tracts 126, 140, 154, 155, and 159, Tracts 151, Brazoria County, Texas	611.12	Tracts 40, 42, 44, 49, 55, 52	2
41	lot 137, B.C.I.C. Division 9 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c, A-52.	A 0.36 acre tract and a 0.50 acre temporary easement parcel of land out of lot 137, B.C.I.C. Division 9 Subdivision, F.I. Cohn League, A-51	312.24	Tract 37, 41, 43, 45, 47, 52	5
42	lot 136, B.C.I.C. Division 9 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c, 2.	A 0.30 acre tract and a 0.50 acre temporary easement parcel of land out of a part of 100.52 acres, more or less, being Tracts 126, 140, 154, 155, and 159, Tracts 151, Brazoria County, Texas	312.24	Tract 40, 42, 44, 49, 55, 52	3
43	lot 135, B.C.I.C. Division 9 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c, A-52.	0.06 acres and a 0.54 acre temporary easement parcel of land out of lot 135, B.C.I.C. Division 9 Subdivision, F.I. Cohn League, A-51	312.24	Tract 40, 42, 44, 49, 55, 52	6
44	lot 154, B.C.I.C. Division 9 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c, 3.	A 0.30 acre and a 0.54 acre temporary easement parcel of land out of a part of 100.52 acres, more or less, being Tracts 126, 140, 154, 155, and 159, Tracts 151, Brazoria County, Texas	312.24	Tract 40, 42, 44, 49, 55, 52	4
45	lot 153, B.C.I.C. Division 9 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c, A-52.	A 0.38 acre and a 0.54 acre temporary easement parcel of land out of lot 153, B.C.I.C. Division 9 Subdivision, F.I. Cohn League, A-51	313.73	Tract 37, 41, 43, 45, 47, 52	7
46	lot 137, B.C.I.C. Division 9 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c	A 0.31 acre and a 0.46 acre temporary easement parcel of land out of lot 137, B.C.I.C. Division 9 Subdivision, F.I. Cohn League, A-51 (5.00 acres)	208.54	Tract 46	4
47	lot 138, B.C.I.C. Division 9 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c, A-52.	A 0.31 acre and a 0.46 acre temporary easement parcel of land out of lot 138, B.C.I.C. Division 9 Subdivision, F.I. Cohn League, A-51	267.82	Tract 37, 41, 43, 45, 47, 52	6
48	lot 132, B.C.I.C. Division 9 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c	A 0.31 acre and a 0.46 acre temporary easement parcel of land out of lot 132, B.C.I.C. Division 9 Subdivision, F.I. Cohn League, A-51	267.41	Tract 48	4
49	lot 140, B.C.I.C. Division 9 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c, 4.	A 0.31 acre easement tract or parcel of land and a 0.46 acre temporary easement parcel of land out of lot 140, B.C.I.C. Division 9 Subdivision, F.I. Cohn League, A-51 (5.16 21 inch length)	267.41	Tract 40, 42, 44, 49, 55	5
50	lot 141, B.C.I.C. Division 9 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c	A 0.31 acre easement tract or parcel of land and a 0.46 acre temporary easement parcel of land out of lot 141, B.C.I.C. Division 9 Subdivision, F.I. Cohn League, A-51 (5.16 21 inch length)	267.41	Tract 21, 50, 67	7

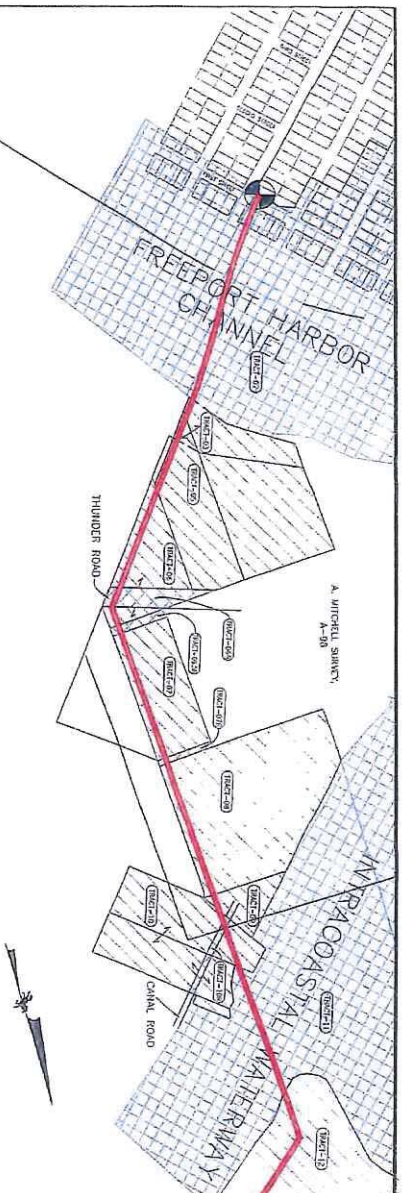
168	F.I. Cohn Survey, A-51, Brazoria County, Texas. lot 2, B.C.I.C. Division 7 Subdivision, F.I. Cohn League, A-51, Brazoria County, Texas, Exhibit 7c.	The pipeline is installed by conventional lay under the ground under the asphalt feeder roads, crossing SH 332, within the 72' B.O.T right of way, approximately 1060 feet northwest of where the SH 332 bridge begins to cross the Intracoastal Waterway. The approximate distance of the easement is 442 feet and the described width is 25 feet on either side of the centerline of the 42" pipeline, being 0.507 acres.	442.00	Tract 168	2
17	Same as Tract 17	A 0.37 acre tract or parcel of land and a 1.24 acre temporary easement parcel out of lot 2, B.C.I.C. Division 7 Subdivision, F.I. Cohn League, A-51	449.26	Tract 17	2
18	Same as Tract 18	Same as Tract 18	0.00	Same as Tract 18	
19	lot 10, B.C.I.C. Division 7 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c.	A 0.37 acre tract or parcel of land and a 0.70 acre temporary easement parcel of land out of lot 10, B.C.I.C. Division 7 Subdivision, F.I. Cohn League, A-51 (5.00 acres)	817.54	Tract 19	2
20	lot 12, B.C.I.C. Division 7 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c.	A 0.37 acre tract or parcel of land and a 0.55 acre temporary easement parcel of land out of lot 12, B.C.I.C. Division 7 Subdivision, F.I. Cohn League, A-51 (5.00 acres)	331.15	Tract 20	4
21	lot 13, B.C.I.C. Division 7 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c.	A 0.37 acre easement tract or parcel of land out of lot 13, B.C.I.C. Division 7 Subdivision, F.I. Cohn League, A-51 (0.455 units in length)	244.81	Tract 21, 50, 67	6
21b	A. Mitchell Survey, A-51, Brazoria County, Texas	land under, over or along a certain County Road (Tropen Road) - Approx. ROW feet = 352.235', being 25 feet on either side of the centerline of the 42" pipeline, being approximately 0.409 acres	352.24	Tract 21b, 22b, 26b, 37.5b, 52b, 57b	2
22	lot 14, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51, Brazoria County, Texas, Exhibit 7c.	A 0.60 acre tract or parcel of land out of lot 14 of the Brazoria County Investment Company Division 7 Subdivision, being F.I. Cohn League, Abstract Number 51, A-0.21 acre tract or parcel of lot 66, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51 (10.00 acres)	0.00	Tract 22	2
22a	lot 66, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51, Brazoria County, Texas.		389.55	Tract 22a	5
22b	F.I. Cohn Survey, A-51, Brazoria County, Texas	land under, over or along a certain County Road (Unimproved Road, Brazoria County), being approximately 0.007 acres - Approx. ROW feet = 32.34', Approx. width = 75 feet on either side of the centerline of the 42" pipeline	32.34	Tract 21b, 22b, 26b, 37.5b, 52b, 57b	3
23a	lot 108, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c.	0.40 acres out of lot 108, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51	521.07	Tract 23a	2
24a	lot 109, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c.	0.03 acres out of lot 109, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51	18.37	Tract 24a	2
25a	lot 108, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c.	5.00 acres, covered by PL06, being lot 108, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51 (5.00 acres)	566.76	Tract 25a	4
26a	lot 107, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c.	5.00 acres, covered by PL06, being lot 107, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51 (5.00 acres)	469.17	Tract 26a	4
26b	F.I. Cohn Survey, A-51, Brazoria County, Texas	land under, over or along a certain County Road, being approximately 0.008 acres (Unimproved Road, Brazoria County) - Approx. ROW feet = 31.35', Approx. width = 75 feet on either side of the centerline of the 42" pipeline	31.35	Tract 21b, 22b, 26b, 37.5b, 52b, 57b	4
26b.5a	lot 116, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c.	0.22 acres out of lot 116, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51	487.32	Tract 26b.5a	2
27a	lot 118, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c.	0.22 acres out of lot 118, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51 (5.00 acres)	437.37	Tract 27a	4
28a	lot 119, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c.	0.72 acres out of lot 119, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51	627.18	Tract 28a	2
29a	lot 120, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c.	0.30 acres out of lot 120, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51	260.01	Tract 29a	2
30a	lot 120, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51. Brazoria County, Texas, Exhibit 7c.	0.24 acres out of lot 120, B.C.I.C. Division 8 Subdivision, F.I. Cohn League, A-51	208.97	Tract 30a	2

67	land E, Grace 5 Leagues Grant, A-66, Brazoria County, Texas, Exhibit "A", approximately 2035 acres out of a 5,792.72 acre tract	(1) Approximately 542.7 rods, being 9320.63 feet in length and 50 feet in width on either side of the centerline of the existing 42" pipeline, being approximately 2035 acres of a 5,792.72 acre tract or parcel of land out of the land E, Grace 5 Leagues Grant, A-66, Brazoria County, Texas, formed by Dow Chemical Company ; and (2) approximately 930 feet in length and 100 feet in width, being approximately 11,000 acres of a 5,792.72 acre tract or parcel of land out of the land E, Grace 5 Leagues Grant, A-66, Brazoria County, Texas, formed by Dow Chemical Company, for the 100 line, split to three.	8930.63 + 11000 = 19930.63	Tracts 21, 30, 47	3, 4, 5
68	J. E. Grace 5 Leagues Grant, A-66, Brazoria County, Texas, Exhibit "A"	(1) Approximately 1.81 acres and a 0.18 acre temporary easement parcel of land out of a 474.77 acre tract out of the land E, Grace 5 Leagues Grant, A-66, Brazoria County, Texas; and (2) Approximately 2,000 feet in length and 500 feet in width, being approximately 507 acres out of a 974.77 acre tract out of the land E, Grace 5 Leagues Grant, A-66, Brazoria County, Texas, for the 100 line split to three.	20.00	Tract 69	7
69	land E, Grace 5 Leagues Grant, A-66, Brazoria County, Texas, approximately 1,313 acres	Approx. 64 + 1058.64 = 1162.64	Tract 69		3

51	lat 142, B.C.L.C. Division 9 Subdivision, F.I. Cohni Leagues, A-51, Brazoria County, Texas, Exhibit "A"	A 0.37 acre tract of land, a 0.27 acre tract of land and a 0.61 acre temporary easement parcel of land out of lat 142, B.C.L.C. Division 9 Subdivision, F.I. Cohni Leagues, A-51.	769.743	Tract 51	2
52	lat 143 B.C.L.C. Division 9 Subdivision, F.I. Cohni Leagues, A-51, Brazoria County, Texas, Exhibit "A", A-7	lat 143 B.C.L.C. Division 9 Subdivision, F.I. Cohni Leagues, A-51	808.15	Tracts 37, 41, 43, 45, 47, 52	3
54H	F.I. Cohni Survey, A-51 & B.T. Archer Survey, A-9, Brazoria County, Texas	land under, over or along a certain County Road (Co. rd. 800) - City of Bay Rum, Brazoria County, being approximately 6805 acres - Approx. 1000 feet x 65.01 x	65.01	Tracts 21H, 22H, 26H, 37, 58, 59H, 59H	6
53	lat 125, B.C.L.C. Division 9 Subdivision, F.I. Cohni Leagues, A-51, Brazoria County, Texas, Exhibit "A"	Approx. width = 25 feet on either side of the centerline of the 42" pipeline	893.10	Tract 53	2
55	lat 126, B.C.L.C. Division 9 Subdivision, F.I. Cohni Leagues, A-51, Brazoria County, Texas, Exhibit "A" - 5	0.03 acres out of a part of 103.5 acres, more or less, being tracts 126, 140, 15H, 15H, and 15H, Brazoria Coast Investment Company Subdivision 89 out of the F.I. Cohni Leagues, Abstract 53, Brazoria County, Texas	0.00	Tracts 40, 42, 44, 49, 55	6
56	F.I. Cohni Survey, A-51 & B.T. Archer Survey, A-9, Brazoria County, Texas, Exhibit "A"	land located across State-owned land in Brazoria County - Dryer Creek (20.64 acres) - land under, over or along a certain County Road (Co. rd. 800) - City of Bay Rum, Brazoria County, being approximately 6805 acres - Approx. 1000 feet x 65.01 x	306.66	Tracts 2 and 56	6, 7
57	lat 121, B.T. Archer Leagues, A-9, Brazoria County, Texas, Exhibit "A"	land under, over or along a certain County Road (Co. rd. 800) - City of Bay Rum, Brazoria County, being approximately 6805 acres - Approx. 1000 feet x 65.01 x	999.23	Tract 57	2
57H	lat 121, B.T. Archer Leagues, A-9, Brazoria County, Texas, Exhibit "A"	land under, over or along a certain County Road (Co. rd. 800) - City of Bay Rum, Brazoria County, being approximately 6805 acres - Approx. 1000 feet x 65.01 x	130.25	Tracts 21H, 22H, 26H, 37, 58, 59H, 59H	7, 8
59	B.T. Archer Leagues, A-9, Brazoria County, Texas, Exhibit "A"	land under, over or along a certain County Road (Co. rd. 800) - City of Bay Rum, Brazoria County, being approximately 6805 acres - Approx. 1000 feet x 65.01 x	1306.46	Tract 59	2, 3
61	John W. Lightfoot Survey, A-316, Brazoria County, Texas, Exhibit "A"	A 0.60 acre tract or parcel of land and a 0.53 acre temporary easement parcel of land out of the John W. Lightfoot Survey, Abstract 316, Brazoria County, Texas	658.60	Tract 59	2
62.01 and 62.02	John W. Lightfoot Survey, A-316, Brazoria County, Texas, Exhibit "A"	A strip of land 12.69 acre tract of land and a 4.84 acre temporary easement parcel of land out of tract 2 and Tract 3, being 200 acres, more or less, out of the John Lightfoot Survey, Abstract No. 316, Brazoria County, Texas	7091.72	Tract 61	2, 3
62.03	John W. Lightfoot Survey, A-316, Brazoria County, Texas, Exhibit "A"	A 0.60 acre tract or parcel of land and a 0.53 acre temporary easement parcel of land out of the John W. Lightfoot Survey, Abstract 316, Brazoria County, Texas	606.71	Tract 62.01, 62.02	2, 3
62a	John W. Lightfoot Survey, A-316, Brazoria County, Texas, Exhibit "A"	A 0.60 acre tract or parcel of land and a 0.53 acre temporary easement parcel of land out of the John W. Lightfoot Survey, Abstract 316, Brazoria County, Texas	239.66	Tract 62.03	2
62.01	John W. Lightfoot Survey, A-316, Brazoria County, Texas, Exhibit "A"	A 0.60 acre tract or parcel of land and a 0.53 acre temporary easement parcel of land out of the John W. Lightfoot Survey, Abstract 316, Brazoria County, Texas	1610.92	Tract 62a	2, 3
65	John W. Lightfoot Survey, A-316, Brazoria County, Texas, Exhibit "A"	A 0.60 acre tract or parcel of land and a 0.53 acre temporary easement parcel of land out of the John W. Lightfoot Survey, Abstract 316, Brazoria County, Texas	240.01	Tract 62.01	2
66	lat 10, land E, Grace 5 Leagues Grant, A-66, Brazoria County, Texas, Exhibit "A"	A 1.00 acre tract and a 0.89 acre temporary easement parcel of land out of lat 10, land E, Grace 5 Leagues Grant, A-66, Brazoria County, Texas (65.00 acres)	545.36	Tract 65	2
			1112.26	Tract 66	2

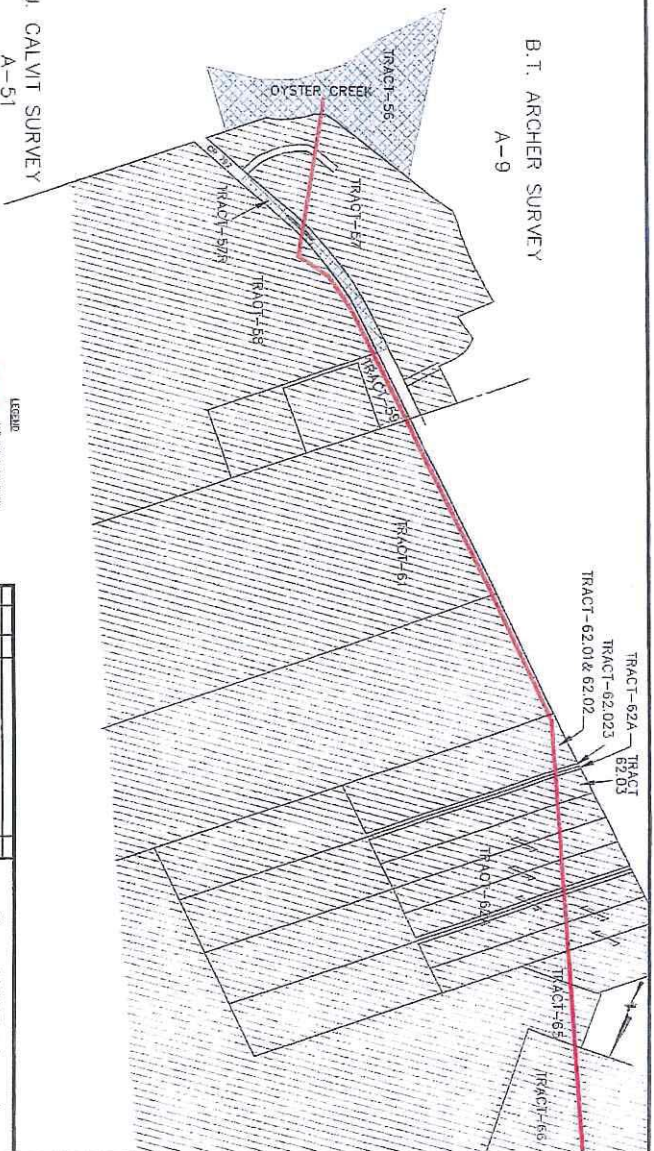


Freepoint LNG Development			
PROPERTY ACQUISITION			
ROUTE MAP			
INCL. DATE	BR.	DESCRIPTION	DATE
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PROJECT NO. 11133			
MUSTANG ENGINEERING, L.P.			
HOUSTON TEXAS			
PROPERTY ACQUISITION			
DATE	BR.	DESCRIPTION	DATE
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MUSTANG ENGINEERING, L.P.			
HOUSTON TEXAS			
PROJECT NO. 11133-001			
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Freepoint LNG Development			
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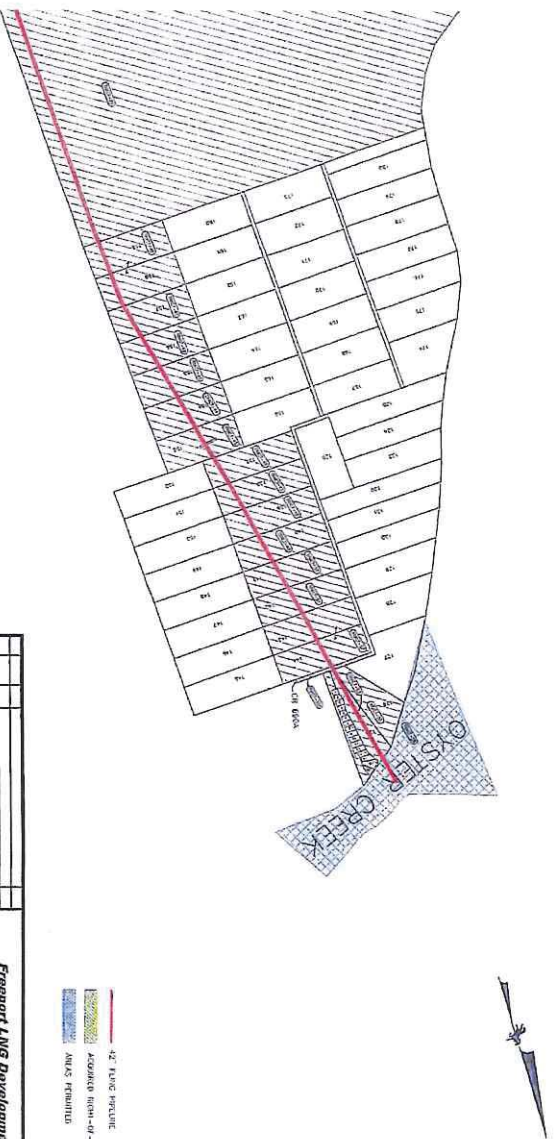
B. T. ARCHER SURVEY A-9



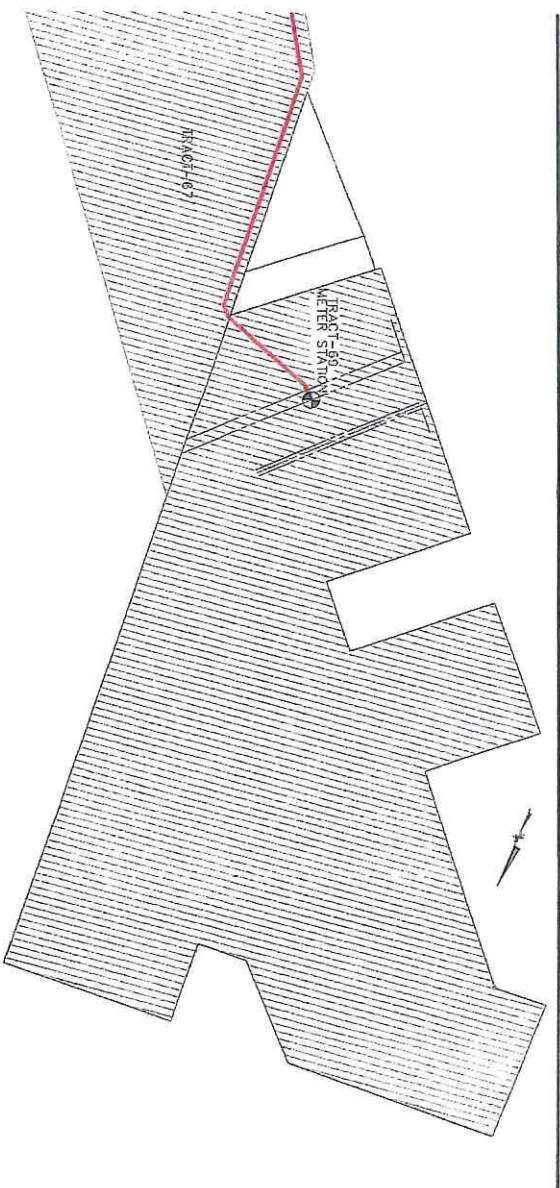
F. J. CALVIT SURVEY A-51



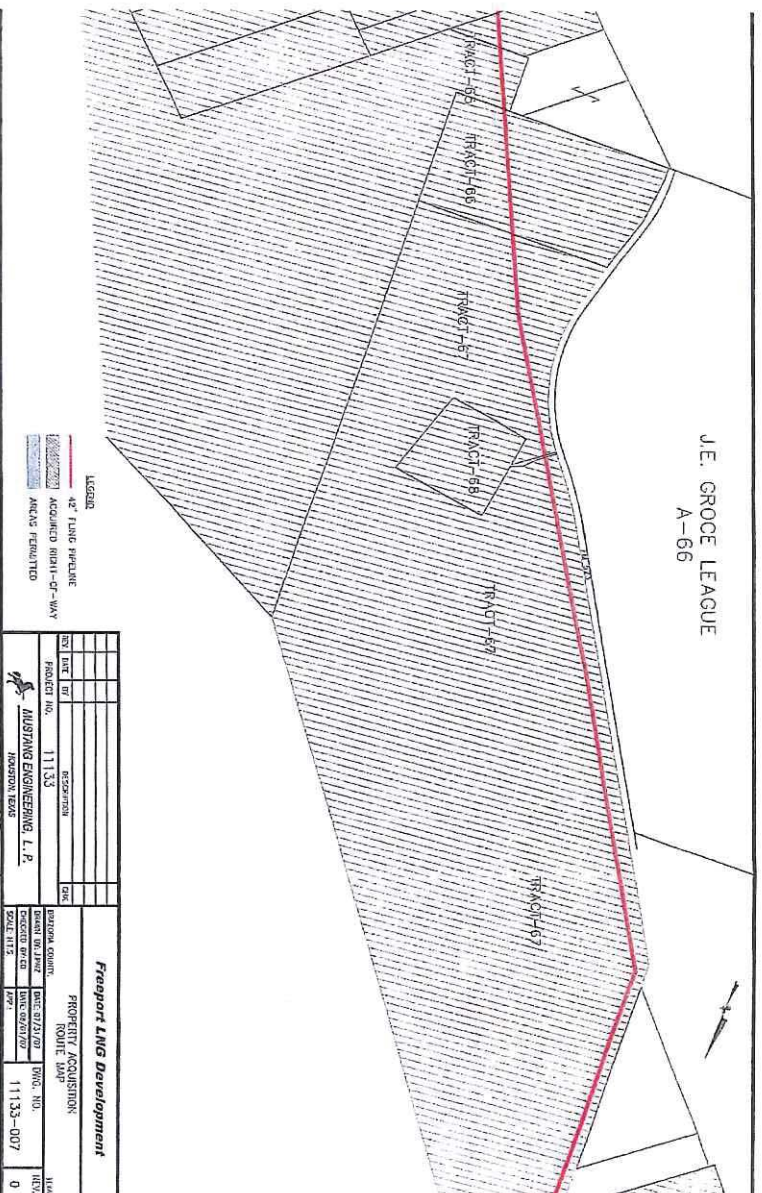
Freight Line Development			
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11133	11/13/33	ACQUISITION	11/13/33
11133-006	11/13/33	ACQUISITION	11/13/33



Freight Line Development			
TRACT NO.	DATE	DESCRIPTION	DATE
11133	11/13/33	ACQUISITION	11/13/33
11133-005	11/13/33	ACQUISITION	11/13/33



Preport LNG Development									
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DESCRIPTION OF 305.672 ACRES

PAGE 2 OF 4 PAGES

THENCE North 12° 33' 00" East a distance of 323.47 feet to a five-eighths inch iron rod set for corner;

THENCE North 19° 08' 27" East a distance of 111.23 feet to a five-eighths inch iron rod set for corner;

THENCE North 33° 56' 34" East a distance of 109.84 feet to a five-eighths inch iron rod set for corner;

THENCE North 49° 13' 02" East a distance of 109.35 feet to a five-eighths inch iron rod set for corner;

THENCE North 49° 45' 48" East a distance of 223.28 feet to a five-eighths inch iron rod set for corner;

THENCE South 09° 57' 26" East a distance of 46.57 feet to a five-eighths inch iron rod set for corner;

THENCE North 71° 06' 16" East a distance of 90.18 feet to a five-eighths inch iron rod set for corner;

THENCE North 82° 11' 52" East a distance of 118.26 feet to a five-eighths inch iron rod set for corner;

THENCE North 63° 32' 46" East a distance of 102.96 feet to a five-eighths inch iron rod set for corner;

THENCE North 74° 53' 41" East a distance of 100.36 feet to a five-eighths inch iron rod set for corner;

THENCE North 78° 01' 29" East a distance of 318.85 feet to a five-eighths inch iron rod set for corner;

THENCE North 86° 22' 03" East a distance of 237.67 feet to a five-eighths inch iron rod set for corner;

THENCE South 82° 49' 08" East a distance of 136.31 feet to a five-eighths inch iron rod set for corner;

THENCE North 03° 12' 38" West a distance of 1,659.52 feet to a five-eighths inch iron rod set for corner on the most northerly north line of said 346.909 acre tract and the south line of Tract 180 of the B.C.I.C. S/D No. 9, also recorded in Volume 2, Page 141 of the P.R.B.C.T.;

DESCRIPTION OF 305.672 ACRES

PAGE 3 OF 4 PAGES

THENCE North 86° 47' 22" East (called North 86° 48' 00" East), along the most northerly north line of said 346.909 acre tract and the south line of said Tract 180, a distance of 545.01 feet to a five-eighths inch iron rod found in concrete at the most northerly northeast corner of said 346.909 acre tract; same being the southeast corner of said Tract 180;

THENCE South 03° 00' 11" East, along the most northerly east line of said 346.909 acre tract and a west line of said B.C.I.C. S/D No. 9, a distance of 140.30 feet (called South 03° 00' 00" East, 140.08 feet) to a three-eighths inch iron rod found in concrete at an interior ell corner of said 346.909 acre tract and a southwest corner of said B.C.I.C. S/D No. 9;

THENCE North 86° 59' 22" East (called North 87° 00' 00" East), along the north line of said 346.909 acre tract and a northerly south line of said B.C.I.C. S/D No. 9, at 1,728.87 feet (called 1,728.70 feet) pass a three-eighths inch iron rod found on line, at 1,933.20 feet (called 1,933.00 feet) pass a railroad bridge bolt found on line, and continuing for a total distance of 2,246.40 feet to a five-eighths inch iron rod set at the northeast corner of said 346.909 acre tract; same being an interior ell corner of said B.C.I.C. S/D No. 9;

THENCE South 02° 44' 33" East along the east line of said 346.909 acre tract and a west line of said B.C.I.C. S/D No. 9, a distance of 3,944.26 feet (called South 03° 44' 30" East, 3,945.41 feet) to a point in water at the southeast corner of said 346.909 acre tract; same being the northeast corner of said 105.52 acre tract; from which a one-half inch iron rod with cap found at the southeast corner of said 105.52 acre tract bears South 02° 44' 33" East, 701.23 feet (called South 02° 44' East, 700.0 feet);

THENCE South 86° 45' 14" West, along the most easterly south line of said 346.909 acre tract and the most easterly north line of said 105.52 acre tract, at 147.78 feet (called 148.0 feet) pass a one-half inch iron pipe found on line, at 592.38 feet (called 592.43 feet) pass a three-eighths inch iron rod with cap found 1.15 feet south of this line, and continuing for a total distance of 1,897.21 feet (called South 86° 47' 33" West, 1,897.10 feet) to a three-fourths inch iron pipe found at the most southerly southwest corner of said 346.909 acre tract and an interior ell corner of said 105.52 acre tract;

THENCE North 03° 13' 55" West, along the most southerly west line of said 346.909 acre tract and a northerly east line of said 105.52 acre tract, a distance of 600.13 feet (called North 03° 14' 14" West, 600.34 feet), to a one-half inch iron pipe found at an interior ell corner of said 346.909 acre tract and a northerly northeast corner of said 105.52 acre tract;

THENCE South 86° 44' 09" West, along a south line of said 346.909 acre tract and a north line of said 105.52 acre tract, a distance of 1,249.82 feet (called South 86° 44' 37" West, 1,249.80 feet) to a five-eighths inch iron rod found for corner;

Tract 136



DESCRIPTION OF 305.672 ACRES
PAGE 4 OF 4 PAGES

THENCE North 03° 40' 27" East, along a west line of said 346.909 acre tract and an east line of said 105.52 acre tract, a distance of 88.61 feet (called North 04° 01' 00" East, 88.56 feet) to a five-eighths inch iron rod found for corner;

THENCE North 85° 19' 09" West, along a south line of said 346.909 acre tract and a north line of said 105.52 acre tract, a distance of 379.91 feet (called North 85° 14' 23" West, 380.60 feet) to a five-eighths inch iron rod found for corner;

THENCE South 47° 42' 38" West, along a southeast line of said 346.909 acre tract and a northwest line of said 105.52 acre tract, a distance of 221.91 feet (called South 47° 19' 09" West, 221.27 feet) to a five-eighths inch iron rod found for corner;

THENCE South 86° 50' 46" West, along the most westerly south line of said 346.909 acre tract and the most westerly north line of said 105.52 acre tract, a distance of 760.83 feet (called South 86° 51' 33" West, 761.31 feet) to the POINT OF BEGINNING and containing 305.672 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic cap marked "Baker & Lawson". The description herein is based on a survey made in March, April, and May, 2012 by Baker & Lawson, Inc.

CERTIFIED CORRECT:

Cecil J. Booth

Cecil J. Booth
Registered Professional Land Surveyor
Registration No. 2061



Date: 18 May 12
Job No. 10858

BEING A 4.998 ACRE TRACT OF LAND IN THE FREDERICK J. CALVIT LEAGUE, ABSTRACT NO. 51, BRAZORIA COUNTY, TEXAS; SAID 4.998 ACRE TRACT BEING TRACT 136 OF THE BRAZOS COAST INVESTMENT COMPANY SUBDIVISION (B.C.I.C.) SUBDIVISION (S/D) NO. 9 RECORDED IN VOLUME 2, PAGE 141 OF THE PLAT RECORDS OF BRAZORIA COUNTY, TEXAS; SAID TRACT 136 BEING CONVEYED TO MIKE SORRELL FROM DAVID MELASS BY DEED DATED APRIL 24, 2006 AND RECORDED UNDER COUNTY CLERK'S FILE NO. 2006024870 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS; THE BEARINGS STATED IN THIS DESCRIPTION ARE GRID BEARINGS AND ARE BASED ON THE TEXAS COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NORTH AMERICAN DATUM OF 1983; DISTANCES ARE HORIZONTAL GROUND LEVEL LENGTHS AND MAY BE CONVERTED TO GRID DISTANCES USING THE COMBINED FACTOR OF 0.9998819; SAID 4.998 ACRE TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING at a one-half inch iron rod found at the southeast corner of Tract 135 and on the north line of Tract 167 of said B.C.I.C. S/D No. 9; same being at the intersection of the south and west lines of a 30 feet wide platted, unimproved road; thence as follows:

North 03° 06' 52" West along the east line of said Tract 135 and the west line of said 30 feet wide road, a distance of 27.97 feet and North 87° 11' 05" East a distance of 30.00 feet to a five-eighths inch iron rod set for the southwest corner of said Tract 136 and POINT OF BEGINNING of the herein described tract; same being the intersection of the north and east lines of said 30 feet wide road;

THENCE North 03° 06' 52" West, along the east line of said Tract 136 and the east line of said 30 feet wide road, a distance of 672.39 feet to a five-eighths inch iron rod set for the northwest corner of said Tract 136 and on the south line of Tract 132 of said B.C.I.C. S/D No. 9;

THENCE North 87° 11' 05" East, along the common line of said Tracts 136 and 132, a distance of 323.33 feet (called 324.1 feet) to a five-eighths inch iron rod set at the northeast corner of said Tract 136 and on the west line of a 30 feet wide platted, unimproved road;

THENCE South 03° 11' 51" East, along the east line of said Tract 136 and the west line of said 30 feet wide road, a distance of 672.40 feet to a five-eighths inch iron rod set at the southeast corner of said Tract 136 and at the intersection of the north and west lines of a 30 feet wide platted, unimproved road;

DESCRIPTION OF TRACT 136
PAGE 2 OF 2 PAGES

THENCE South 87° 11' 05" West, along the south line of said Tract 136 and the north line of said 30 feet wide road, a distance of 324.31 feet (called 324.1 feet) to the POINT OF BEGINNING and containing 4.998 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic cap marked "Baker & Lawson". The description herein is based on a survey made in March, April, and May, 2012 by Baker & Lawson, Inc.

CERTIFIED CORRECT: Cecil J. Booth

Cecil J. Booth
Registered Professional Land Surveyor
Registration No. 2061



Date: 18 MAY 12
Job No. 10858

Tract 140



BEING A 4.976 ACRE TRACT OF LAND IN THE FREDERICK J. CALVIT LEAGUE, ABSTRACT NO. 51, BRAZORIA COUNTY, TEXAS; SAID 4.976 ACRE TRACT BEING TRACT 140 OF THE BRAZOS COAST INVESTMENT COMPANY SUBDIVISION (B.C.I.C.) SUBDIVISION (S/D) NO. 9 RECORDED IN VOLUME 2, PAGE 141 OF THE PLAT RECORDS OF BRAZORIA COUNTY, TEXAS; SAID TRACT 140 BEING CONVEYED TO MIKE SORRELL FROM DAVID MELASS BY DEED DATED APRIL 24, 2006 AND RECORDED UNDER COUNTY CLERK'S FILE NO. 2006024870 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS; THE BEARINGS STATED IN THIS DESCRIPTION ARE GRID BEARINGS AND ARE BASED ON THE TEXAS COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NORTH AMERICAN DATUM OF 1983; DISTANCES ARE HORIZONTAL GROUND LEVEL LENGTHS AND MAY BE CONVERTED TO GRID DISTANCES USING THE COMBINED FACTOR OF 0.9998819; SAID 4.976 ACRE TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING at a one and one-fourth inch iron pipe found at the northwest corner of Tract 166 of said B.C.I.C. S/D No. 9; same being at the intersection of the south and east lines of a 30 feet wide platted, unimproved road; thence as follows:

North 87° 11' 05" East along the north line of said Tract 166 and the south line of said 30 feet wide road, a distance of 311.59 feet to a five-eighths inch iron rod set at an interior ell corner of said Tract 166 and at the intersection with the east line of another 30 feet wide platted, unimproved road;

North 03° 11' 51" West along the east line of said 30 feet wide road and along the west lines of Tracts 137 through 139 of said B.C.I.C. S/D No. 9, a distance of 814.11 feet to a five-eighths inch iron rod set for the common west corner of said Tracts 139 and 140 and the POINT OF BEGINNING of the herein described tract.

THENCE North 03° 11' 51" West along the west line of said Tract 140 and the east line of said 30 feet wide road, a distance of 262.09 feet (called 262.1 feet) to a five-eighths inch iron rod set for the common west corner of Tracts 140 and 141 of said B.C.I.C. S/D No. 9;

THENCE North 87° 11' 05" East along the common line of said Tracts 140 and 141, a distance of 827.00 feet to a concrete monument with a brass disk stamped SE 141 SUBD 9 found at the common corner of Tracts 140, 141, 148 and 149 of said B.C.I.C. S/D No. 9;

THENCE South 03° 11' 51" East along the common line of said Tracts 140 and 149, a distance of 262.09 feet (called 262.1 feet) to a five-eighths inch iron rod with cap found at the common corner of Tracts 139, 140, 149 and 150 of said B.C.I.C. S/D No. 9;

Tract 154

DESCRIPTION OF TRACT 140
PAGE 2 OF 2 PAGES

THENCE South $87^{\circ} 11' 05''$ West along the common line of said Tracts 139 and 140, a distance of 827.00 feet to the POINT OF BEGINNING and containing 4.976 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic cap marked "Baker & Lawson". The description herein is based on a survey made in March, April, and May, 2012 by Baker & Lawson, Inc.

CERTIFIED CORRECT:

C. Booth

Cecil J. Booth
Registered Professional Land Surveyor
Registration No. 2061

Date: *18 May 12*
Job No. 10858



BEING A 5.112 ACRE TRACT OF LAND IN THE FREDERICK J. CALVIT LEAGUE, ABSTRACT NO. 51, BRAZORIA COUNTY, TEXAS; SAID 5.112 ACRE TRACT BEING TRACT 154 OF THE BRAZOS COAST INVESTMENT COMPANY SUBDIVISION (B.C.I.C.) SUBDIVISION (S/D) NO. 9 RECORDED IN VOLUME 2, PAGE 141 OF THE PLAT RECORDS OF BRAZORIA COUNTY, TEXAS; SAID TRACT 154 BEING CONVEYED TO MIKE SORRELL FROM DAVID MELASS BY DEED DATED APRIL 24, 2006 AND RECORDED UNDER COUNTY CLERK'S FILE NO. 2006024870 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS; THE BEARINGS STATED IN THIS DESCRIPTION ARE GRID BEARINGS AND ARE BASED ON THE TEXAS COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NORTH AMERICAN DATUM OF 1983; DISTANCES ARE HORIZONTAL GROUND LEVEL LENGTHS AND MAY BE CONVERTED TO GRID DISTANCES USING THE COMBINED FACTOR OF 0.9998319; SAID 5.112 ACRE TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a five-eighths inch iron rod with cap found at the southeast corner of said Tract 154, at the northeast corner of 155 of said B.C.I.C. S/D No. 9 and on the west line of a 30 feet wide platted, unimproved road;

THENCE South $86^{\circ} 45' 39''$ West along the common line of said Tracts 154 and 155, a distance of 729.96 feet (called 730 feet) to a one-half inch iron rod found at the common corner of 154, 155, 164 and 165 of said B.C.I.C. S/D No. 9; from which a one and one-fourth inch iron pipe found at the common west corner of said Tracts 164 and 165 bears South $86^{\circ} 50' 14''$ West, 733.02 feet;

THENCE North $03^{\circ} 10' 52''$ West along the common line of said Tracts 154 and 165, a distance of 305.31 feet (called 304.75 feet) to a five-eighths inch iron rod set for the common corner of Tracts 153, 154, 165 and 166 of said B.C.I.C. S/D No. 9;

THENCE North $86^{\circ} 47' 59''$ East along the common line of said Tracts 153 and 154, a distance of 729.97 feet (called 730 feet) to a five-eighths inch iron rod with cap found at the common east corner of said Tracts 153 and 154 and on the west line of said 30 feet wide road;

Tract 156 + 163



DESCRIPTION OF TRACT 154
PAGE 2 OF 2 PAGES

THENCE South 03° 10' 44" East along the east line of said Tract 154 and the west line of said 30 feet wide road, a distance of 304.81 feet (called 304.75 feet) to the POINT OF BEGINNING and containing 5.112 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic cap marked "Baker & Lawson". The description herein is based on a survey made in March, April, and May, 2012 by Baker & Lawson, Inc.

CERTIFIED CORRECT:

Cecil J. Booth

Cecil J. Booth
Registered Professional Land Surveyor
Registration No. 2061



Date: *18 May 12*
Job No. 10858

BEING A 10.224 ACRE TRACT OF LAND IN THE FREDERICK J. CALVIT LEAGUE, ABSTRACT NO. 51, BRAZORIA COUNTY, TEXAS; SAID 10.224 ACRE TRACT BEING TRACTS 156 AND 163 OF THE BRAZOS COAST INVESTMENT COMPANY SUBDIVISION (B.C.I.C.) SUBDIVISION (S/D) NO. 9 RECORDED IN VOLUME 2, PAGE 141 OF THE PLAT RECORDS OF BRAZORIA COUNTY, TEXAS; SAID TRACTS 156 AND 163 BEING CONVEYED TO MIKE SORRELL FROM DAVID MELASSBY DEED DATED APRIL 24, 2006 AND RECORDED UNDER COUNTY CLERK'S FILE NO. 2006024870 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS; THE BEARINGS STATED IN THIS DESCRIPTION ARE GRID BEARINGS AND ARE BASED ON THE TEXAS COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NORTH AMERICAN DATUM OF 1983; DISTANCES ARE HORIZONTAL GROUND LEVEL LENGTHS AND MAY BE CONVERTED TO GRID DISTANCES USING THE COMBINED FACTOR OF 0.9998819; SAID 10.224 ACRE TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a one inch iron pipe found at the common west corner of Tracts 163 and 162 of said B.C.I.C. S/D No. 9 and on the east line of a 30 feet wide platted, unimproved road;

THENCE North 03° 13' 20" West along the west line of said Tract 163 and the east line of said 30 feet wide road, a distance of 304.67 feet (called 304.75 feet) to a five-eighths inch iron rod set for the common west corner of Tracts 163 and 164 of said B.C.I.C. S/D No. 9; from which a one and one-quarter inch iron pipe found at the common west corner of Tracts 164 and 165 of said B.C.I.C. S/D No. 9 bears North 03° 13' 20" West, 304.67 feet;

THENCE North 86° 50' 21" East along the common line of said Tracts 163 and 164, a distance of 732.71 feet (called 732 feet) to a one-half inch iron rod found at the common corner of Tracts 155, 156, 163 and 164 of said B.C.I.C. S/D No. 9;

THENCE North 86° 46' 44" East along the common line of said Tracts 155 and 156, a distance of 730.04 feet (called 730 feet) to a five-eighths inch iron rod with cap found at the common east corner of said Tracts 155 and 156 and on the west line of a 30 feet wide platted, unimproved road;

THENCE South 03° 10' 44" East along the east line of said Tract 156 and the west line of said 30 feet wide road, a distance of 304.84 feet (called 304.75 feet) to a five-eighths inch iron rod found at the common east corner of Tracts 156 and 157 of said B.C.I.C. S/D No. 9;

THENCE South 86° 49' 33" West along the common line of said Tracts 156 and 157, a distance of 729.86 feet (called 730 feet) to a two inch iron pipe found at the common corner of said Tracts 155, 156, 162 and 163;

Tract 158-161

DESCRIPTION OF TRACTS 156 & 163
PAGE 2 OF 2 PAGES

THENCE South 86° 48' 21" West along the common line of said Tracts 162 and 163, a distance of 732.67 feet (called 732 feet) to the POINT OF BEGINNING and containing 10.224 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic cap marked "Baker & Lawson". The description herein is based on a survey made in March, April, and May, 2012 by Baker & Lawson, Inc.

CERTIFIED CORRECT:

Cecil J. Booth

Cecil J. Booth
Registered Professional Land Surveyor
Registration No. 2061



Date: *18 May 12*
Job No. 10858



BEING A 20.595 ACRE TRACT OF LAND IN THE FREDERICK J. CALVIT LEAGUE, ABSTRACT NO. 51, BRAZORIA COUNTY, TEXAS; SAID 20.595 ACRE TRACT BEING TRACTS 158, 159, 160, AND 161 OF THE BRAZOS COAST INVESTMENT COMPANY SUBDIVISION (B.C.I.C.) SUBDIVISION (S/D) NO. 9 RECORDED IN VOLUME 2, PAGE 141 OF THE PLAT RECORDS OF BRAZORIA COUNTY, TEXAS; SAID TRACTS 158, 159, 160, AND 161 BEING CONVEYED TO MIKE SORRELL FROM DAVID MELASS BY DEED DATED APRIL 24, 2006 AND RECORDED UNDER COUNTY CLERK'S FILE (C.C.F.) NO. 2006024870 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS (O.R.B.C.T.); THE BEARINGS STATED IN THIS DESCRIPTION ARE GRID BEARINGS AND ARE BASED ON THE TEXAS COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NORTH AMERICAN DATUM OF 1983; DISTANCES ARE HORIZONTAL GROUND LEVEL LENGTHS AND MAY BE CONVERTED TO GRID DISTANCES USING THE COMBINED FACTOR OF 0.99998819; SAID 20.595 ACRE TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a one-half inch iron pipe found at the common west corner of Tracts 161 and 162 of said B.C.I.C. S/D No. 9 and on the east line of a 30 feet wide platted, unimproved road;

THENCE North 86° 50' 02" East along the common line of said Tracts 161 and 162, a distance of 732.52 feet (called 732 feet) to a three inch iron pipe found at the common corner of Tracts 157, 158, 161 and 162 of said B.C.I.C. S/D No. 9;

THENCE North 86° 47' 59" East along the common line of said Tracts 157 and 158, a distance of 729.78 feet (called 730 feet) to a five-eighths inch iron rod with cap found at the common east corner of said Tracts 157 and 158 and on the west line of a platted, unimproved road;

THENCE South 03° 10' 44" East along the east line of said Tracts 158 and 159 and the west line of said 30 feet wide road, at 609.04 feet (called 609.5 feet) pass a five-eighths inch iron rod with cap found at the monumented southeast corner of said Tract 159, and continuing for a total distance of 615.92 feet to a five-eighths inch iron rod set for the southeast corner of said Tract 159 and on the north line of a 30 feet wide platted, unimproved road; said set five-eighths inch iron rod being situated 30 feet north of and at right angles to the north line of that 346.909 acre tract conveyed to Michael J. Sorrell and Wife, Lori E. Sorrell from Katherine Cullen Burton, et al, Trustees of the Roy G. Cullen Trust for the Benefit of Roy Henry Cullen, the Roy G. Cullen Trust for the Benefit of Harry Holmes Cullen and the Roy G. Cullen Trust for the Benefit of Cornelia Cullen Long recorded under C.C.F. No. 01-011002 of the O.R.B.C.T.; from said set five-eighths inch iron rod a five-eighths inch iron rod set at the northeast corner of said 346.909 acre tract bears South 03° 10' 44" East, 30.00 feet and North 86° 59' 22" East, 7.79 feet;

Tract 166



DESCRIPTION OF TRACTS 158, 159, 160, AND 161
PAGE 2 OF 2 PAGES

THENCE South 86° 59' 22" West along the south line of said Tract 159, the north line of said 30 feet wide road, and 30 feet north of and parallel to the north line of said 346.909 acre tract, a distance of 729.30 feet (called 730 feet) to a five-eighths inch iron rod set for the common south corner of said Tracts 159 and 160; from which a found one inch iron pipe (laid over) bears North 03° 13' 21" West, 4.15 feet;

THENCE South 86° 59' 22" West along the south line of said Tract 160, the north line of said 30 feet wide road, and 30 feet north of and parallel to the north line of said 346.909 acre tract, a distance of 732.54 feet (called 732 feet) to a five-eighths inch iron rod set for the southwest corner of said Tract 160; same being at the intersection with the east line of another 30 feet wide platted, unimproved road;

THENCE North 03° 13' 20" West along the west line of said Tracts 160 and 161 and the east line of said 30 feet wide road, a distance of 611.52 feet (called 609.5 feet) to the POINT OF BEGINNING and containing 20.595 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic cap marked "Baker & Lawson". The description herein is based on a survey made in March, April, and May, 2012 by Baker & Lawson, Inc.

CERTIFIED CORRECT:

C. Booth
Cecil J. Booth
Registered Professional Land Surveyor
Registration No. 2061



Date: *18 May 12*
Job No. 10858

BEING A 4.900 ACRE TRACT OF LAND IN THE FREDERICK J. CALVIT LEAGUE, ABSTRACT NO. 51, BRAZORIA COUNTY, TEXAS; SAID 4.900 ACRE TRACT BEING TRACT 166 OF THE BRAZOS COAST INVESTMENT COMPANY SUBDIVISION (B.C.I.C.) SUBDIVISION (S/D) NO. 9 RECORDED IN VOLUME 2, PAGE 141 OF THE PLAT RECORDS OF BRAZORIA COUNTY, TEXAS; SAID TRACT 166 BEING CONVEYED TO MIKE SORRELL FROM DAVID MELASS BY DEED DATED APRIL 24, 2006 AND RECORDED UNDER COUNTY CLERK'S FILE NO. 2006024870 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS; THE BEARINGS STATED IN THIS DESCRIPTION ARE GRID BEARINGS AND ARE BASED ON THE TEXAS COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NORTH AMERICAN DATUM OF 1983; DISTANCES ARE HORIZONTAL GROUND LEVEL LENGTHS AND MAY BE CONVERTED TO GRID DISTANCES USING THE COMBINED FACTOR OF 0.9998819; SAID 4.900 ACRE TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a one and one-fourth inch iron pipe found at the northwest corner of said Tract 166 and the intersection of the south and east lines of two 30 feet wide platted, unimproved roads;

THENCE North 87° 11' 05" East along the north line of said Tract 166 and the south line of said 30 feet wide road, a distance of 311.59 feet (called 317.6 feet) to a five-eighths inch iron rod set at an interior ell corner of said Tract 166 and at the intersection with the east line of another 30 feet wide platted, unimproved road;

North 03° 11' 51" West along the northern west line of said Tract 166 and the east line of said 30 feet wide road, a distance of 30.00 feet to a five-eighths inch iron rod set for the common west corner of Tracts 137 and 166 of said B.C.I.C. S/D No. 9;

THENCE North 87° 11' 05" East along the common line of said Tracts 137 and 166, a distance of 421.88 feet (called 440.1 feet) to a point in water at the common north corner of Tracts 153 and 166 of said B.C.I.C. S/D No. 9;

THENCE South 03° 10' 52" East along the common line of said Tracts 153 and 166, a distance of 301.34 feet (called 304.75 feet) to a five-eighths inch iron rod set for the common corner of Tracts 153, 154, 164, and 165 of said B.C.I.C. S/D No. 9; from which a five-eighths inch iron rod with cap found at the common east corner of said Tracts 153 and 154 bears North 86° 47' 59" East, 729.97 feet;

THENCE South 86° 47' 59" West along the common line of said Tracts 165 and 166, a distance of 733.24 feet to a five-eighths inch iron rod set for the common west corner of said Tracts 165 and 166 and on the east line of a 30 feet wide platted, unimproved road;

TRACT 167



DESCRIPTION OF TRACT 166
PAGE 2 OF 2 PAGES

THENCE North 03° 13' 20" West along the west line of said Tract 166 and the east line of said 30 feet wide road, a distance of 276.27 feet (called 276.2 feet) to the POINT OF BEGINNING and containing 4.900 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic cap marked "Baker & Lawson". The description herein is based on a survey made in March, April, and May, 2012 by Baker & Lawson, Inc.

CERTIFIED CORRECT: CJ Booth

Cecil J. Booth
Registered Professional Land Surveyor
Registration No. 2061



Date: 18 May 12
Job No. 10858

BEING A 4.504 ACRE TRACT OF LAND IN THE FREDERICK J. CALVIT LEAGUE, ABSTRACT NO. 51, BRAZORIA COUNTY, TEXAS; SAID 4.504 ACRE TRACT BEING TRACT 167 OF THE BRAZOS COAST INVESTMENT COMPANY SUBDIVISION (B.C.I.C.) SUBDIVISION (S/D) NO. 9 RECORDED IN VOLUME 2, PAGE 141 OF THE PLAT RECORDS OF BRAZORIA COUNTY, TEXAS; SAID TRACT 167 BEING CONVEYED TO SORRELL FAMILY LIMITED PARTNERSHIP #2, LTD. FROM TAMARA ANN FOLLETT WEIKEL AND KALYNDA FOLLETT, AS DEVISEES UNDER THE WILL OF MARTIN DEWEY FOLLETT, JR. BY DEED DATED JANUARY 10, 2008 AND RECORDED UNDER COUNTY CLERK'S FILE NO. 2008003493 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS; A 37.5% INTEREST IN SAID TRACT 167 BEING CONVEYED TO DOW CHEMICAL COMPANY FROM HOUSTON BANK AND TRUST COMPANY BY DEED DATED JULY 15, 1969 AND RECORDED IN VOLUME 1037, PAGE 901 OF THE DEED RECORDS OF BRAZORIA COUNTY, TEXAS; THE BEARINGS STATED IN THIS DESCRIPTION ARE GRID BEARINGS AND ARE BASED ON THE TEXAS COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NORTH AMERICAN DATUM OF 1983; DISTANCES ARE HORIZONTAL GROUND LEVEL LENGTHS AND MAY BE CONVERTED TO GRID DISTANCES USING THE COMBINED FACTOR OF 0.9998819; SAID 4.504 ACRE TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING at a five-eighths inch iron rod found at the northeast corner of Tract 174, on the south line of Tract 135 said B.C.I.C. S/D No. 9, and on the west line of a 30 feet wide platted, unimproved road; thence as follows:

North 87° 18' 51" East along the south line of said Tract 135 and across the end of said 30 feet wide road, a distance of 30.00 feet to a five-eighths inch iron rod set for the northwest corner of said Tract 167 and the POINT OF BEGINNING of the herein described tract of land on the east line of said 30 feet wide road;

THENCE North 87° 18' 51" East along the common line of said Tracts 135 and 167, at 665.87 feet pass a one-half inch iron rod found at the southeast corner of said Tract 135 and on the south line of a 30 feet wide platted, unimproved road, at 702.37 feet pass a one-half inch iron rod found on line, and continuing for a total distance of 708.63 feet (called 723.4 feet) to a five-eighths inch iron rod set for the northeast corner of said Tract 167 and at the intersection with the west line of a 30 feet wide platted, unimproved road;

THENCE South 03° 13' 20" East along the east line of said Tract 167 and the west line of said 30 feet wide road, a distance of 276.14 feet (called 276.2 feet) to a five-eighths inch iron rod set for the common east corner of Tracts 167 and 168 of said B.C.I.C. S/D No. 9;

HERBERT S. SMITH, P.E. - Principal Engineer
CORPORATE OFFICE: 300 EAST CEDAR, ANGLETON, TEXAS 77515
(979) 249-4451 • (713) 222-7451 • Fax: (979) 249-4697

Tract 168



BEING A 4.980 ACRE TRACT OF LAND IN THE FREDERICK J. CALVIT LEAGUE, ABSTRACT NO. 51, BRAZORIA COUNTY, TEXAS; SAID 4.980 ACRE TRACT BEING TRACT 168 OF THE BRAZOS COAST INVESTMENT COMPANY SUBDIVISION (B.C.I.C.) SUBDIVISION (S/D) NO. 9 RECORDED IN VOLUME 2, PAGE 141 OF THE PLAT RECORDS OF BRAZORIA COUNTY, TEXAS; SAID TRACT 168 BEING CONVEYED TO MIKE SORRELL FROM DAVID MELASS BY DEED DATED APRIL 24, 2006 AND RECORDED UNDER COUNTY CLERK'S FILE NO. 2006024870 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS; THE BEARINGS STATED IN THIS DESCRIPTION ARE GRID BEARINGS AND ARE BASED ON THE TEXAS COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NORTH AMERICAN DATUM OF 1983; DISTANCES ARE HORIZONTAL GROUND LEVEL LENGTHS AND MAY BE CONVERTED TO GRID DISTANCES USING THE COMBINED FACTOR OF 0.9998819; SAID 4.980 ACRE TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING at a five-eighths inch iron rod found at the northeast corner of Tract 174, on the south line of Tract 135 of said B.C.I.C. S/D No. 9, and on the west line of a 30 feet wide platted, unimproved road; thence as follows:

North 87° 18' 51" East along the south line of said Tract 135 and across the end of said 30 feet wide road, a distance of 30.00 feet to a five-eighths inch iron rod set for the northwest corner of Tract 167 of said B.C.I.C. S/D No. 9 and on the east line of said 30 feet wide road;

South 03° 00' 11" East along the west line of said Tract 167 and the east line of said 30 feet wide road, a distance of 277.21 feet (called 276.2 feet) to a five-eighths inch iron rod set for the common west corner of said Tracts 167 and 168 and the POINT OF BEGINNING of the herein described tract of land;

THENCE North 37° 13' 39" East along the common line of said Tracts 167 and 168, at 703.55 feet pass a one-half inch iron rod found one line, and continuing for a total distance of 709.68 feet (called 723.4 feet) to a five-eighths inch iron rod set for the common east corner of said Tracts 167 and 168 on the west line of a 30 feet wide platted, unimproved road;

THENCE South 03° 13' 20" East along the east line of said Tract 168 and the west line of said 30 feet wide road, a distance of 305.00 feet (called 304.75 feet) to a five-eighths inch iron rod set for the common east corner of Tracts 168 and 169 of said B.C.I.C. S/D No. 9;

THENCE South 87° 09' 27" West along the common line of said Tracts 168 and 169, a distance of 710.84 feet (called 723.4 feet) to a five-eighths inch iron rod set for the common west corner of said Tracts 168 and 169 and on the east line of a 30 feet wide platted, unimproved road;

DESCRIPTION OF TRACT 168
PAGE 2 OF 2 PAGES

THENCE North 03° 00' 11" West along the west line of said Tract 168 and the east line of said 30 feet wide road, a distance of 305.87 feet (called 304.75 feet) to the POINT OF BEGINNING and containing 4.980 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic cap marked "Baker & Lawson". The description herein is based on a survey made in March, April, and May, 2012 by Baker & Lawson, Inc.

CERTIFIED CORRECT:

A handwritten signature in black ink, appearing to read 'C. Booth'.

Cecil J. Booth
Registered Professional Land Surveyor
Registration No. 2061

Date: 18 May 12
Job No. 10858



Tract 173

DESCRIPTION OF TRACTS 170 & 171
PAGE 2 OF 2 PAGES

THENCE North 03° 00' 11" West along the west line of said Tracts 170 and 171 and the east line of said 30 feet wide road, a distance of 611.74 feet (called 609.50 feet) to the POINT OF BEGINNING and containing 10.001 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic cap marked "Baker & Lawson". The description herein is based on a survey made in March, April, and May, 2012 by Baker & Lawson, Inc.

CERTIFIED CORRECT:

C. J. Booth

Cecil J. Booth
Registered Professional Land Surveyor
Registration No. 2061

Date: *18 May 12*
Job No. 10858



BEING A 5.039 ACRE TRACT OF LAND IN THE FREDERICK J. CALVIT LEAGUE, ABSTRACT NO. 51, BRAZORIA COUNTY, TEXAS; SAID 5.039 ACRE TRACT BEING TRACT 173 OF THE BRAZOS COAST INVESTMENT COMPANY SUBDIVISION (B.C.I.C.) SUBDIVISION (S/D) NO. 9 RECORDED IN VOLUME 2, PAGE 141 OF THE PLAT RECORDS OF BRAZORIA COUNTY, TEXAS; SAID TRACT 173 BEING CONVEYED TO MIKE SORRELL FROM DAVID MELASS BY DEED DATED APRIL 24, 2006 AND RECORDED UNDER COUNTY CLERK'S FILE (C.C.F.) NO. 2006024870 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS (O.R.B.C.T.); THE BEARINGS STATED IN THIS DESCRIPTION ARE GRID BEARINGS AND ARE BASED ON THE TEXAS COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NORTH AMERICAN DATUM OF 1983; DISTANCES ARE HORIZONTAL GROUND LEVEL LENGTHS AND MAY BE CONVERTED TO GRID DISTANCES USING THE COMBINED FACTOR OF 0.9998819; SAID 5.039 ACRE TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING at a three-eighths inch iron rod found in concrete at a southwest corner of said B.C.I.C. S/D No. 9 and at an interior ell corner of a 346.909 acre tract of land conveyed to Michael J. Sorrell and wife, Lori E. Sorrell from Katherine Cullen Burton, et al, Trustees of the Roy G. Cullen Trust for the benefit of Roy Henry Cullen, the Roy G. Cullen Trust for the benefit of Harry Holmes Cullen and the Roy G. Cullen Trust for the benefit of Cornelia Cullen Long recorded under C.C.F. No. 01-011002 of the O.R.B.C.T.; same being at the intersection of the west and south lines of two 30 feet wide platted, unimproved roads; thence as follows:

North 03° 00' 11" West along a west line of said B.C.I.C. S/D No. 9 and a northerly east line of said 346.909 acre tract, a distance of 30.00 feet and North 86° 59' 22" East across said 30 feet wide road, a distance of 30.00 feet to a five-eighths inch iron rod set for the southwest corner of said Tract 173 and the POINT OF BEGINNING of the herein described tract of land and on east line of said 30 feet wide road;

THENCE North 03° 00' 11" West along the west line of said Tract 173 and the east line of said 30 feet wide road, a distance of 305.87 feet (called 304.75 feet) to a five-eighths inch iron rod set for the common west corner of Tracts 172 and 173 of said B.C.I.C. S/D No. 9;

THENCE North 86° 52' 47" East along the common line of said Tracts 172 and 173, a distance of 715.51 feet (called 723.4 feet) to a five-eighths inch iron rod set for the common east corner of said Tracts 172 and 173 on the west line of a 30 feet wide platted, unimproved road;

THENCE South 03° 13' 20" East along the east line of said Tract 173 and the west line of said 30 feet wide road, a distance of 307.24 feet (called 304.75 feet) to a five-eighths inch iron rod set for the southeast corner of said Tract 173 and at the intersection of the west line of said 30 feet wide road with the north line of another 30 feet wide platted, unimproved road; said corner being situated 30 feet north of and at right angles to the north line said 346.909 acre tract;

HERBERT S. SMITH, P.E. - Principal Engineer
CORPORATE OFFICE: 300 EAST CEDAR, ANGLETON, TEXAS 77515
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Tracts 133-135
+174-180



DESCRIPTION OF TRACT 173
PAGE 2 OF 2 PAGES

THENCE South 86° 59' 22" West along the south line of said Tract 173, the north line of said 30 feet wide road, and 30 feet north of and parallel to the north line of said 346.909 acre tract, a distance of 716.68 feet (called 723.4 feet) to the POINT OF BEGINNING and containing 5.039 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic cap marked "Baker & Lawson". The description herein is based on a survey made in March, April, and May, 2012 by Baker & Lawson, Inc.

CERTIFIED CORRECT:

Cecil J. Booth

Cecil J. Booth
Registered Professional Land Surveyor
Registration No. 2061



Date: 18 May 12
Job No. 10858

BEING A 50.210 ACRE TRACT OF LAND IN THE FREDERICK J. CALVIT LEAGUE, ABSTRACT NO. 51, BRAZORIA COUNTY, TEXAS; SAID 50.210 ACRE TRACT BEING TRACTS 133 THROUGH 135 AND TRACTS 174 THROUGH 180 OF THE BRAZOS COAST INVESTMENT COMPANY SUBDIVISION (B.C.I.C.) SUBDIVISION (S/D) NO. 9 RECORDED IN VOLUME 2, PAGE 141 OF THE PLAT RECORDS OF BRAZORIA COUNTY, TEXAS; SAID TRACTS 133 AND 134 BEING CONVEYED TO MIKE SORRELL TRUCKING AND MATERIALS, INC. FROM THE CITY OF FREEPORT BY DEED DATED SEPTEMBER 4, 2007 AND RECORDED UNDER COUNTY CLERK'S FILE (C.C.F.) NO. 2012014068 OF THE OFFICIAL RECORDS OF BRAZORIA COUNTY, TEXAS (O.R.B.C.T.); SAID TRACT 135 BEING CONVEYED TO MICHAEL J. SORRELL FROM JAMES E. THOMPSON AND WIFE, DELTA H. THOMPSON BY DEED DATED NOVEMBER 6, 2007 AND RECORDED UNDER C.C.F. NO. 2008000500 OF THE O.R.B.C.T.; A ONE-HALF INTEREST IN SAID TRACT 174 BEING CONVEYED TO MIKE SORRELL FROM DAVID MELASS BY DEED DATED APRIL 24, 2006 AND RECORDED UNDER C.C.F. NO. 2006024870 OF THE O.R.B.C.T.; AND TRACTS 175 THROUGH 180 BEING CONVEYED TO MIKE SORRELL FROM DAVID MELASS BY DEED DATED APRIL 24, 2006 AND RECORDED UNDER C.C.F. NO. 2006024870 OF THE O.R.B.C.T.; THE BEARINGS STATED IN THIS DESCRIPTION ARE GRID BEARINGS AND ARE BASED ON THE TEXAS COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NORTH AMERICAN DATUM OF 1983; DISTANCES ARE HORIZONTAL GROUND LEVEL LENGTHS AND MAY BE CONVERTED TO GRID DISTANCES USING THE COMBINED FACTOR OF 0.9998819; SAID 50.210 ACRE TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a five-eighths inch iron rod found in concrete at the southeast corner of said Tract 180 and at the most northerly northeast corner of a 346.909 acre tract of land conveyed to Michael J. Sorrell and wife, Lori E. Sorrell from Katherine Cullen Burton, et al, Trustees of the Roy G. Cullen Trust for the benefit of Roy Henry Cullen, the Roy G. Cullen Trust for the benefit of Harry Holmes Cullen and the Roy G. Cullen Trust for the benefit of Cornelia Cullen Long recorded under C.C.F. No. 01-011002 of the O.R.B.C.T.; same being on the west line of a 30 feet wide platted, unimproved road;

THENCE South 86° 47' 22" West, along the south line of said Tract 180 and the north line of said 346.909 acre tract, at 545.01 feet pass a five-eighths inch iron rod set on line, at 892.16 feet pass a five-eighths inch iron rod set on the right descending bank of the cut off portion of Oyster Creek, and continuing for a total distance of 907.16 feet to a point for corner at the right descending water's edge of the cut off portion of Oyster Creek;

THENCE in a northerly direction along the right descending water's edge of the cut off portion of Oyster Creek and the west lines of said Tracts 133 through 135 and said Tracts 174 through 180 with the following thirteen (13) meanders:

1. North 14° 44' 30" East a distance of 12.11 feet;

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DESCRIPTION OF TRACTS 133 - 135 AND 174 - 180
PAGE 2 OF 3 PAGES

2. North 03° 02' 56" East a distance of 234.93 feet;
3. North 01° 59' 52" East a distance of 250.25 feet;
4. North 03° 16' 02" West a distance of 270.32 feet;
5. North 02° 28' 36" West a distance of 255.61 feet;
6. North 06° 20' 35" East a distance of 199.04 feet;
7. North 17° 18' 51" East a distance of 75.18 feet;
8. North 22° 31' 49" East a distance of 333.02 feet;
9. North 27° 19' 06" East a distance of 164.54 feet;
10. North 29° 18' 41" East a distance of 319.57 feet;
11. North 25° 14' 24" East a distance of 235.12 feet;
12. North 22° 43' 36" East a distance of 248.80 feet; and
13. North 18° 39' 51" East a distance of 294.24 feet to a point for the common west corner of Tracts 132 and 133 of said B.C.I.C. S/D No. 9;

THENCE North 87° 11' 05" East along the common line of said Tracts 132 and 133, at 15.00 feet pass a five-eighths inch iron rod set on the set on the right descending bank of the cut off portion of Oyster Creek, and continuing for a total distance of 766.50 feet to a five-eighths inch iron rod set for the east corner of said Tract 133 and on the west line of a 30 feet wide platted, unimproved road;

THENCE South 03° 06' 52" East along the east line of said Tracts 133 through 135 and the west line of said 30 feet wide road, 268.62 feet a five-eighths inch iron rod set at the common east corner of said Tracts 133 and 134, at 490.82 feet pass a one-half inch iron rod found at the common east corner of said Tracts 134 and 135, and continuing for a total distance of 700.36 feet to a one-half inch iron rod found at the southeast corner of said Tract 135 and on the north line of Tract 167 of said B.C.I.C. S/D No. 9;

THENCE South 87° 18' 51" West along the common line of said Tracts 135 and 167, at 665.87 feet pass a five-eighths inch iron rod set at the northwest corner of said Tract 167, and continuing for a total distance of 695.87 feet to a five-eighths inch iron rod found at the northeast corner of said Tract 174 on the west line of a 30 feet wide platted, unimproved road;

DESCRIPTION OF TRACTS 133 - 135 AND 174 - 180
PAGE 3 OF 3 PAGES

THENCE South 03° 00' 11" East along the east lines of said Tracts 174 through 180 and the west line of said 30 feet wide road, at 414.99 feet (called 415 feet) pass a five-eighths inch iron rod found at the common east corner of said Tracts 174 and 175, at 715.35 feet (called 715.4 feet) pass a five-eighths inch iron rod found at the common east corner of said Tracts 175 and 176, at 985.20 feet (called 980.6 feet) pass a five-eighths inch iron rod found at the common east corner of said Tracts 176 and 177, at 1,240.80 feet (called 1,236.2 feet) pass a five-eighths inch iron rod found at the common east corner of said Tracts 177 and 178, at 1,491.46 feet (called 1,505.2 feet) pass a five-eighths inch iron rod set to replace the rusty remains of an iron rod found at the common east corner of said Tracts 178 and 179, at 1,760.42 feet (called 1,755.9 feet) pass a five-eighths inch iron rod found at the common east corner of said Tracts 179 and 180, and continuing for a total distance of 2,002.27 feet (called 1,997.9 feet) to the POINT OF BEGINNING and containing 50.210 acres of land. Each five-eighths inch iron rod described as set in this description has a plastic cap marked "Baker & Lawson". The description herein is based on a survey made in March, April, and May, 2012 by Baker & Lawson, Inc.

CERTIFIED CORRECT:

Cecil J. Booth
Cecil J. Booth
Registered Professional Land Surveyor
Registration No. 2061

Date: *18 May 12*
Job No. 10858



Additional Legal Descriptions for Sorrell Tracts 62, 63, 66 and 67

Tract 62

Approximately 5.00 acres out of the Frederick J. Calvit League, Abstract No. 51, Brazoria County, Texas, being Lot 62, beginning to the east of a 30 feet wide platted, unimproved road

Tract 63

Approximately 5.00 acres out of the Frederick J. Calvit League, Abstract No. 51, Brazoria County, Texas, being Lot 63

Tract 66

Approximately 5.00 acres out of the Frederick J. Calvit League, Abstract No. 51, Brazoria County, Texas, being Lot 66

Tract 67

Approximately 5.00 acres out of the Frederick J. Calvit League, Abstract No. 51, Brazoria County, Texas, being Lot 67

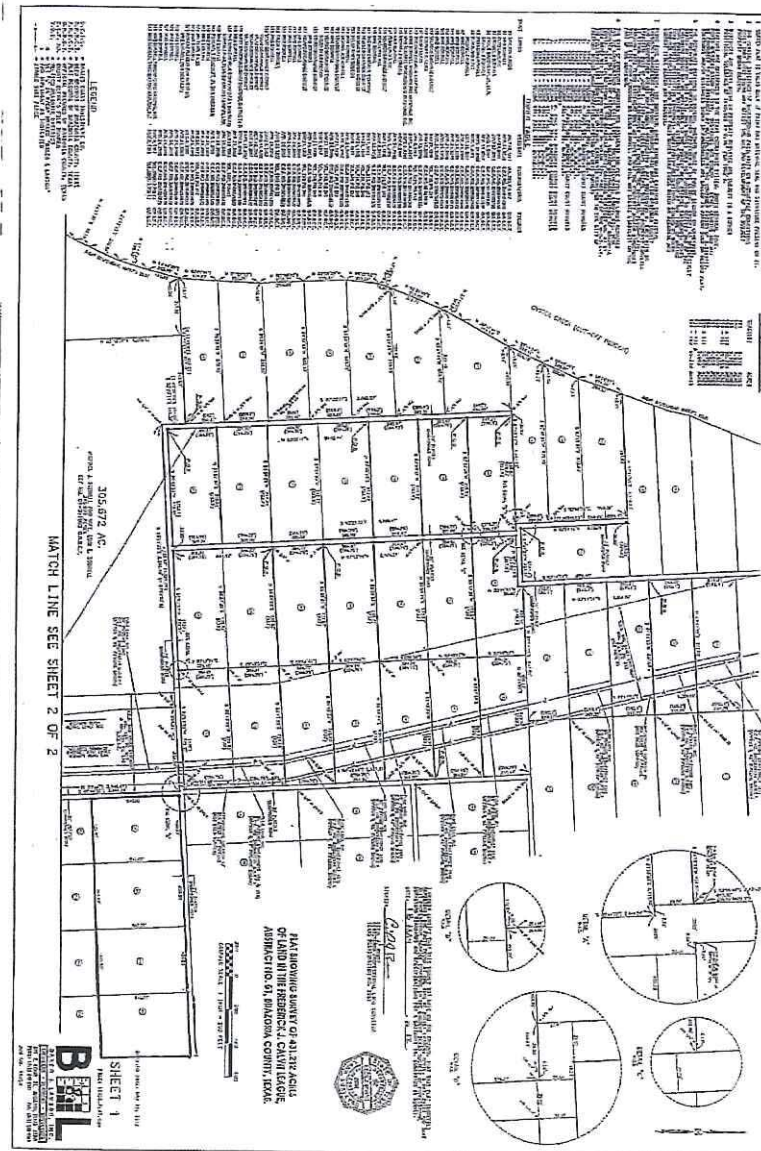




EXHIBIT "A"

Being the same land conveyed by Deed deemed effective as of January 3, 1975, from The Dow Chemical Company, as grantor, to Ernest H. Cockrell, et al, as grantees, filed for record in the Office of the County Clerk of Brazoria County, Texas, in Volume 1231, page 659.

774.67812 acres of land out of Tract No. 1 of the W. Seaburn Estate, described in Deed dated July 12, 1885, recorded in Vol. V, page 305, Deed Records, Brazoria County, Texas, in the J. E. Groce 5 Leagues Grant, Abstract No. 66, Brazoria County, Texas, described in match and bounds, using survey terminology which refers to the Texas Coordinate System, South Central Zone, except the distances which are the horizontal ground level lengths, as follows:

Beginning at the position $x = 3,173,146.829$ and $y = 450,883.487$. For the southeast corner, which is the point of intersection of the center line of right-of-way of Texas State Highway F.M. No. 523 with the south line of J. E. Groce 5 Leagues, Abstract No. 66, from which the underground portion of an old broken concrete monument situated in said south line, at the position $x = 3,173,190.826$ and $y = 450,883.783$, bears N. $87^{\circ} 27' 41.55''$ E. a distance of 51.854 feet and in turn an old concrete monument situated at the position $x = 3,173,206.59$ and $y = 450,875.17$, which marks the southeast corner of said J. E. Groce 5 Leagues, bears N. $87^{\circ} 27' 13.04''$ E. a distance of 2017.197 feet; said south line and southeast corner of the J. E. Groce 5 Leagues as lineated by the above monuments or markers is the ground location which has been consistently and prominently maintained for the identical as described in the original grant of July 19, 1824, and no physical evidence contrary can be found on the premises;

THENCE, with said south line, S. $87^{\circ} 27' 41.55''$ W., at a distance of 60.003 feet to the position $x = 3,173,086.892$ and $y = 450,880.830$ which is the point of intersection with the west right-of-way line of said Highway F.M. No. 523, set a concrete monument with 1/2" Lag screw, center punched, to mark said point, continue in all a distance of 749.331 feet to the position $x = 3,172,358.115$ and $y = 450,450.284$, at which was found a capped 3/4" C.I.P. set in 6" of concrete, a marker in good condition with the appearance indicating its age to be approximately 15 years in the identical location, situated on the east bank of the eastern part of Stubbinsfield Lake, for a slight angle point in said south line;

THENCE, continue with said south line, S. $87^{\circ} 25' 43.93''$ W., traversing the marshy bed of Stubbinsfield Lake, in all a distance

THENCE, continue with said south line, S. 87° 37' 14.73" W., crossing the west bank of the eastern part of Rockledge Lake, at 1037 feet cross the east bank of the western part of said lake, cross the lake, at 1319 feet cross the west bank of said western part of said lake, cross a private road, continue S. 87° 37' 14.73" W. crossing Houston Lighting and Power Company's power line right-of-way, crossing a pipeline corridor, cross a private road, at 3184.053 feet to the position $x = 3,148,791.454$ and $y = 450,689.741$ and set a concrete monument with 1/2" lag screw, center punched, for the off-set marker for the south southwest corner, in all a distance of 3115.956 feet to the position $x = 3,169,759.589$ and $y = 450,688.383$, which is the point of intersection of said south line with the right ascending waters edge of Cypress Creek, for the south southwest corner;

THENCE, with and along the right ascending waters edge of Cypress Creek, upstream, the following segments:

N. 21° 40' 30.84" E. a distance of 110.076 feet;
 W. 21° 13' 45.03" E. a distance of 100.847 feet;
 N. 17° 32' 11.37" E. a distance of 100.041 feet;
 N. 10° 40' 39.02" E. a distance of 100.401 feet;
 N. 8° 58' 47.01" E. a distance of 100.727 feet;
 N. 3° 22' 37.35" W. a distance of 69.950 feet;
 W. 30° 27' 25.1" W. a distance of 67.133 feet;
 W. 22° 42' 13.89" W. a distance of 81.325 feet;
 N. 64° 50' 46.09" W. a distance of 33.601 feet;
 N. 37° 13' 33.64" W. a distance of 100.023 feet;
 W. 13° 56' 06.62" W. a distance of 181.110 feet;
 N. 21° 45' 07.32" W. a distance of 100.050 feet;
 N. 37° 45' 42.54" W. a distance of 137.758 feet;
 N. 33° 24' 42.08" W. a distance of 76.920 feet;
 N. 48° 52' 45.6" W. a distance of 181.502 feet;
 N. 54° 47' 16.25" W. a distance of 100.078 feet;
 N. 39° 34' 42.65" W. a distance of 100.187 feet;
 N. 64° 13' 15.87" W. a distance of 100.403 feet;
 N. 62° 39' 25.88" W. a distance of 100.319 feet;
 N. 48° 18' 12.41" W. a distance of 43.636 feet;
 W. 74° 14' 07.34" W. a distance of 91.440 feet;
 W. 72° 41' 40.98" W. a distance of 100.171 feet;
 N. 74° 50' 25.05" W. a distance of 100.085 feet;
 N. 80° 33' 53.81" W. a distance of 100.177 feet;
 N. 82° 44' 34.55" W. a distance of 81.359 feet;
 N. 82° 28' 17.71" W. a distance of 96.600 feet;
 N. 80° 16' 26.13" W. a distance of 180.240 feet;
 N. 84° 58' 30.81" W. a distance of 180.050 feet;
 N. 77° 53' 07.43" W. a distance of 180.848 feet;
 N. 88° 43' 46.31" W. a distance of 180.178 feet;
 N. 87° 23' 26.47" W. a distance of 180.813 feet;
 N. 89° 27' 06.91" W. a distance of 180.133 feet;
 N. 89° 27' 05.53" W. a distance of 200.385 feet;
 N. 82° 43' 31.93" W. a distance of 200.145 feet;
 N. 88° 43' 44.77" W. a distance of 200.801 feet;
 S. 88° 16' 59.52" W. a distance of 148.733 feet;
 S. 79° 50' 47" W. a distance of 189.43 feet;
 S. 63° 39' 26" W. a distance of 36.90 feet

THENCE N. 2° 51' 18.11" W., at 59,000 feet to the position $x = 3,165,576.141$ and $y = 452,301.937$ and set a concrete monument with 1/2" lag screw, center punched, for the off-set marker for the west southwest corner, cross a private road, in all a distance of 3085.000 feet to the position $x = 3,165,521.042$ and $y = 455,323.644$ and set a 1/2" x 6" galvanized lag bolt in east base of 40" dia. Live Oak tree for the west northwest corner;

THENCE N. 87° 03' 41.85" E. in all a distance of 1085.000 feet to the position $x = 3,167,613.020$ and $y = 455,431.024$ and set a concrete monument with 1/2" lag screw, center punched, for the interior northwest corner;

THENCE N. 2° 56' 18.11" W. in all a distance of 285.639 feet to the position $x = 3,167,567.436$ and $y = 456,315.379$ and set a concrete monument with 1/2" lag screw, center punched, for the north northwest corner;

THENCE N. 87° 03' 42.88" E., crossing Houston Lighting and Power Company's power line right-of-way, crossing a pipeline corridor, at 3635.955 feet to the position $x = 3,171,180.361$ and $y = 456,501.741$, which is the point of intersection with the westerly right-of-way line of Texas State Highway F.M. No. 523, set a concrete monument with 1/2" lag screw, center punched, to mark said point, continue in all a distance of 3704.164 feet to the position $x = 3,171,266.472$ and $y = 456,505.237$, which is the point of intersection with the center line of right-of-way of said highway, for the northeast corner, from which triangulation station Phaz 2, 1356 (U.S.C. and G.S.) bears N. 15° 41' 59.57" W. a distance of 264.232 feet;

THENCE, with and along the center line of the right-of-way, which is 120 feet in width, of Texas State Highway F.M. No. 523, S. 31° 20' 19.28" E. in all a distance of 2816.547 feet to the position $x = 3,172,731.163$ and $y = 454,099.500$ which is the point of a curve to the left and southeasterly in said center line;

THENCE, continue with said center line along a curve to the left and southeasterly, which curve has a central angle of 89° 43' 31.85", a radius of 2804.916 feet and its radius point fixed at the position $x = 3,175,177.825$ and $y = 455,589.787$, in all a distance of 436.290 feet, arc length, to the position $x = 3,172,745.494$ and $y = 453,745.983$ which is the point of tangency of said curve;

THENCE, continue with said center line; S. 40° 03' 51.13" E. in all a distance of 218.864 feet to the position $x = 3,173,125.412$ and $y = 453,578.426$ which is the point of a curve to the right and southeasterly in said center line;

THENCE, continue with said center line along a curve to the right and southeasterly, which curve has a central angle of 54° 42' 26.33", a radius of 1437.645 feet and its radius point fixed at the position $x = 3,172,030.080$ and $y = 453,656.399$, in all a distance of 1367.501 feet, arc length, to the position $x = 3,173,416.059$ and $y = 452,294.264$ which is the point of tangency of said curve;

feet, and length, to the position $x = 3,173,141.850$ and $y = 450,973$, which is the point of tangency of said curve;

THENCE, continue with said center line, $S. 10^{\circ} 09' 07.14" E.$ in all a distance of 90.380 feet to the position $x = 3,173,146.829$ and $y = 450,803.487$, which is the point of beginning, lineating and enclosing 774.67812 acres of land of which 9.67811 acres is situated in the western one-half of the right-of-way of Texas State Highway P.M. No. 523.

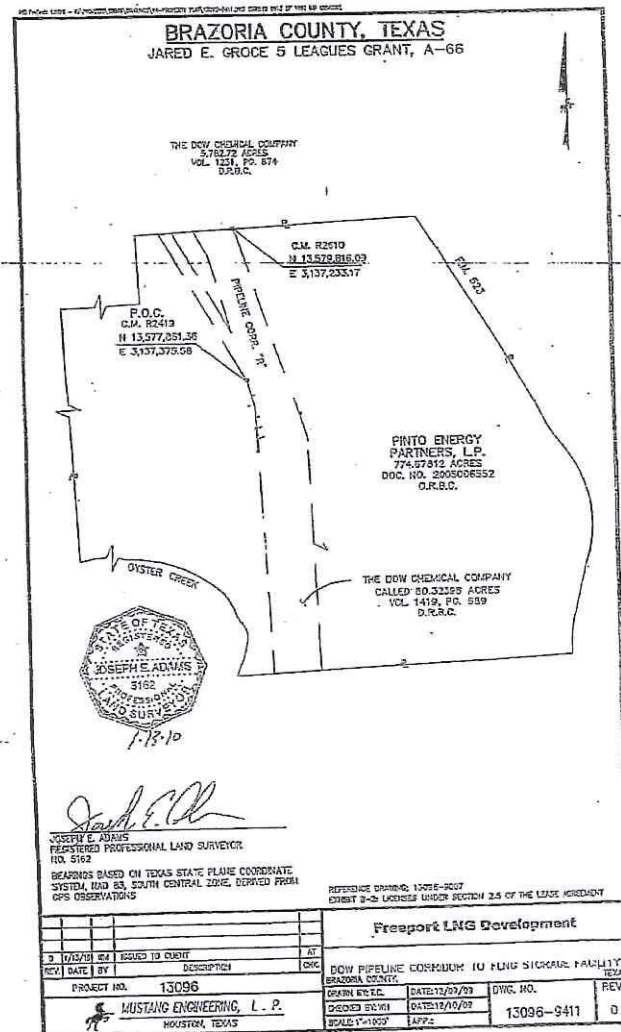


EXHIBIT A

INGVENE U.S.A., L.L.C.
9.21 Acres of Land

Being 9.21 acres of land a cut of the Jared E. Groce S League, Abstract No. 66, Brazoria County, Texas, and being a portion of that certain 474.77 acre-tract described by Warranty Deed to AMOCO Pipeline Company now known as BP Pipelines (North America), Inc. in Volume 1124 on Page 425 of the Official Records of Brazoria County, Texas dated June 6, 1972. Said 474.77 acre-tract was transferred to O & D U.S.A., L.L.C., a Delaware Limited Liability Company by Quit Claim Deed With Out Warranty recorded under Document Number 2005057911 in the Official Records of Brazoria County, Texas on April 1, 2005. The name of O & D U.S.A., L.L.C. was then changed by Document Number 2005055955 to Ingvene U.S.A., L.L.C. and recorded in the Official Records of Brazoria County, Texas on May 24, 2005. The above-mentioned 9.21 acre-tract is more particularly described by metes and bounds as follows:

COMMENCING at a 2 inch iron pipe found for the southeast corner of the above mentioned 474.77 acre-tract of land,

THENCE N 59°02'18" W for a distance of 1,012.55 feet to a 5/8 inch iron rod with cap stamped "RPLS 5006" set on the northwest line of the Missouri-Pacific Railroad right-of-way for the east corner of the herein described 9.21 acre-tract and the POINT OF BEGINNING,

THENCE S 45°34'15" W along said northwest line of the Missouri-Pacific Railroad for a distance of 1,032.09 feet to a 5/8 inch iron rod stamped "RPLS 5006" set at the intersection of said northwest line and a fence on the northeast line of State F.M. Highway 523 as described in Volume 652 on Page 291 of the Official Records of Brazoria County, Texas for the South corner of the herein described 9.21 acre-tract,

THENCE N 49°42'57" W along a fence for the northeast line of State F.M. Highway 523 for a distance of 389.75 feet to a 5/8 inch iron rod with cap stamped "RPLS 5005" set at the base and on the west side of a damaged fence corner post for the intersection of said northeast line and the southeast line of County Road 227, as maintained for the public use, for the west corner of the herein described 9.21 acre-tract,

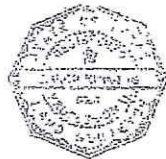
THENCE N 45°03'06" E along a fence for the southeast line of County Road 227 for a distance of 1,006.91 feet to a 5/8 inch iron rod with cap stamped "RPLS 5006" set on said southeast line for the North corner of the herein described 9.21 acre-tract.

THENCE S 44°25'36" E along the northeast line of the herein described 9.21 acre-tract for a distance of 398.05 feet to the POINT OF BEGINNING and containing 9.21 acres of land, more or less.

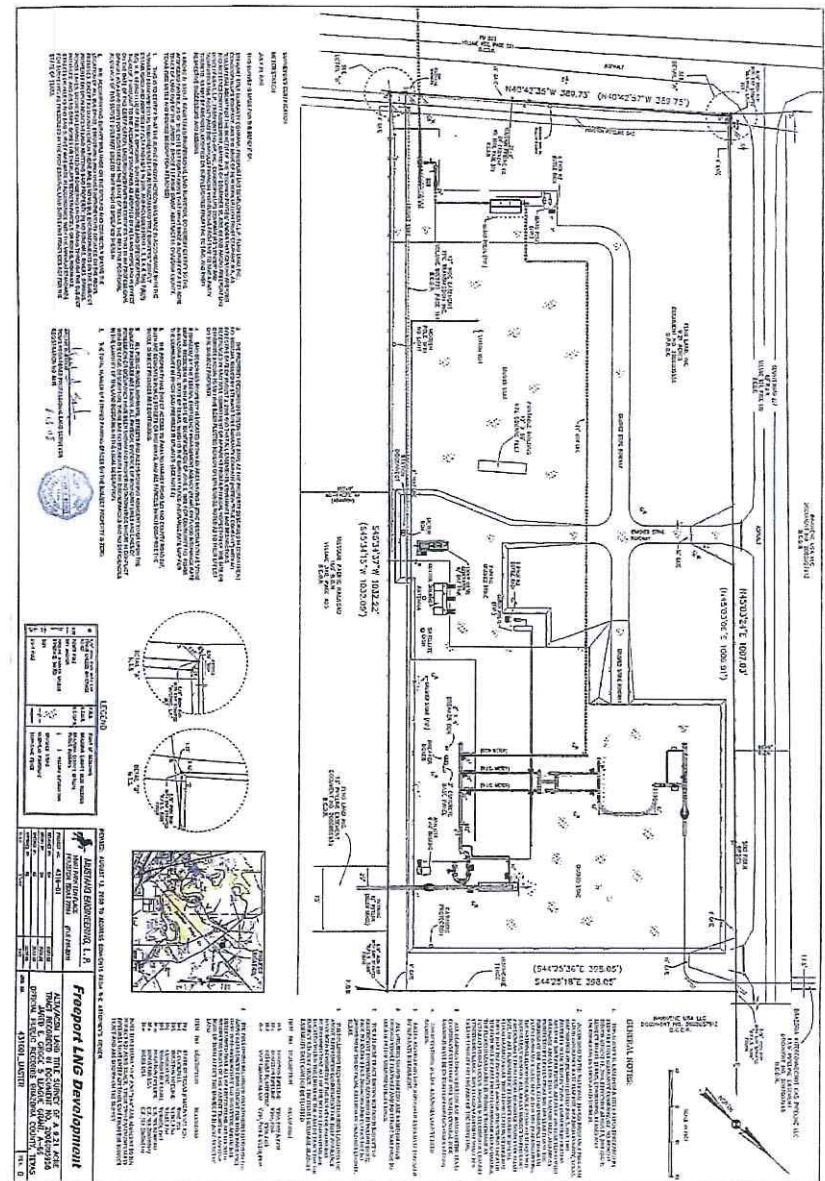
Bearings described herein are based on the Texas State Plane Coordinate System, NAD 83, South Central Zone, derived from GPS observations.

This description is based on the Land Title Survey, and plat made by J. Rick Kimmins, Registered Professional Surveyor No. 5006 on November 06, 2005.

J. Rick Kimmins
J. Rick Kimmins
RPLS No. 5006
Date: December 14, 2005



A-1



Freeport LNG Development, L.P.
Chapter 313 Application to Brazosport ISD
Cummings Westlake, LLC

TAB 10

Description of all property not eligible to become qualified property (if applicable)

The existing assets on-site consist of an approximately 2.0 billion cubic feet (Bcf) per day LNG import and regasification terminal, pipelines, an underground storage cavern, a pipeline meter station, natural gas pre-treatment facilities for three trains of liquefaction capacity (under construction) and natural gas liquefaction facilities for three trains of liquefaction capacity (under construction). These assets are owned and assessed in the name of Freeport LNG, respectively. Their project details are as follows:

LNG Import and Regasification Terminal (Existing)

- A total of seven vaporization trains and associated equipment, eight water glycol heaters, a water glycol tank, pumps, a drain drum and sump, eight intermediate exchangers and fuel gas heaters
- Marine berthing dock
- Two full-containment LNG storage tanks, each with a working capacity of 160,000 cubic meters.
- Boil off gas re-liquefaction unit
- Associated support facilities, including an office building, a control room, a warehouse, an analyzer, shop buildings, fencing, roads, a VE Warming Tower, and all utilities necessary to safely operate the facility

Pipelines (Existing)

- Pipeline – approximately 10 miles of 42 inch diameter pipeline.
- Meter station and interconnection facilities
- Associated LNG import and regasification pipeline facilities, including pig launchers and receivers and block valves

Underground Storage Facility (Existing)

- Underground storage cavern at Stratton Ridge
- Compression facility

Liquefaction and Pretreatment Facilities (in relation to the three-train project) (Under Construction)

- Natural gas pre-treatment facilities (three pre-treatment trains) and associated facilities – site work commenced Fall of 2014 (pre-treatment trains 1&2) and second quarter of 2015 (third pre-treatment train)
- Natural gas liquefaction facilities (three liquefaction trains) and associated facilities – site work commenced Fall of 2014 (pre-treatment trains 1&2) and second quarter of 2015 (third pre-treatment train)
- Simple-cycle gas turbine generator with heat recovery – site work commenced Fall of 2014

TAB TO APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED PROPERTY BY FREEPORT LNG DEVELOPMENT, L.P. TO BRAZOSPORT ISD

Freeport LNG Development, L.P.
Chapter 313 Application to Brazosport ISD
Cummings Westlake, LLC

- A natural gas liquids pipeline, nitrogen pipeline and a boil-off gas pipeline – site work commenced Fall of 2014
- A second marine berthing dock – site work commenced Fall of 2014
- A third full-containment LNG storage tank with a working capacity of 160,000 cubic meters – site work commenced second quarter of 2015
- All associated buildings and office expansions – site work commenced Fall of 2014 (pre-treatment trains 1&2) and second quarter of 2015 (third pre-treatment train)
- Associated concrete foundations, pipe supports, piping, instrumentation, power feeds, control loops, safety systems, fire water protection, insulation, and utilities necessary to connect the new facilities to the existing terminal and to safely operate the new equipment – site work commenced Fall of 2014 (pre-treatment trains 1&2) and second quarter of 2015 (third pre-treatment train)

The most recent Brazoria County Appraisal District property values are listed below.

Parcel ID	Geographic ID	Description	Improvement Value
633140	8800-0450-000	Regas Terminal - Improvements	\$159,524,010
600945	POLL-FLNG-001	Regas Terminal - TCEQ Exempt Equip	\$42,879,810
594654	8700-6001-000	1.1 Miles of Pipeline	\$1,048,900
594652	8700-6001-100	.22 Miles of Pipeline	\$209,780
594649	8700-6001-200	1.98 Miles of Pipeline	\$1,888,020
594646	8700-6001-400	6.16 Miles of pipeline	\$5,873,830
594644	8700-6001-500	1.54 Miles of Pipeline	\$1,468,460
638013	8800-0450-100	Stratton Ridge Underground Storage Improvements	\$15,271,180
655273	ABAT-FLNG-003	Liquefaction Facility	\$100,000
657639	ABAT-FLNG-103	Pre-treatment Facility	\$100,000
TOTALS			\$228,263,990

TAB TO APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED PROPERTY BY FREEPORT LNG DEVELOPMENT, L.P. TO BRAZOSPORT ISD

This is NOT a Tax Statement

2013 Notice of Appraised Value

Do Not Pay From This Notice

BRAZORIA COUNTY APPRAISAL DISTRICT
500 N CHENANGO
ANGLETON, TX 77515-4650

Phone: 979-849-7792 Houston: (281) 756-1388 Brazosport: (979) 388-1388
Fax: 979-849-7984

DATE OF NOTICE: May 26, 2015

Account #: 633140
Ownership %: 100.00
GEO ID: 8800-0450-000
Legal: INDUSTRIAL IMPROVEMENTS LOT BOGRU PROCESS UNIT
Legal Acres:
Situation: 1500 LAMAR ST QUINTANA, TX 77541
Agent ID: 544

Property ID: 633140 - 8800-0450-000
CUMMINGS & WESTLAKE LP
Agent for: FREEPORT LNG
12637 LOUETTA RD STE 201
CYPRESS, TX 77429-5611

THIS IS NOT A TAX BILL

Dear Property Owner,

We have appraised the property listed above for the tax year 2015. As of January 1, our appraisal is outlined below.

Appraisal Information				Last Year - 2014				Proposed - 2015			
Structure & Improvement Market Value				162,385,540				159,524,010			
Market Value of Non Ag/Timber Land				0				0			
Market Value of Ag/Timber Land				0				0			
Market Value of Personal Property/Minerals				0				0			
Total Market Value				162,385,540				159,524,010			
Productivity Value of Ag/Timber Land				0				0			
Appraised Value * (Possible Homestead Limitations, see asterisk below)				162,385,540				159,524,010			
Homestead Cap Value excluding Non-Homestead Value (i.e. Ag, Commercial)				0				0			
Exemptions (DV - Disabled Vet; DP-Disabled Person; HS-Homestead; OV65-Over 65)											
2014 Taxable Value	Taxing Unit	2015 Proposed Assessed Value	2015 Exemption Amount	2015 Taxable Value	2014 Tax Rate	2015 Estimated Taxes	2015 Freeze Year and Tax Ceiling**				
162,385,540	VELASCO DRAINAGE DISTRICT	159,524,010	0	159,524,010	0.090618	156,362.25					
162,385,540	BRAZORIA COUNTY	159,524,010	0	159,524,010	0.438500	699,512.78					
162,385,540	BRAZOSPORT COLLEGE	159,524,010	0	159,524,010	0.280878	448,067.85					
162,385,540	PORT FREEPORT	159,524,010	0	159,524,010	0.045000	71,785.81					
162,385,540	ROAD & BRIDGE FUND	159,524,010	0	159,524,010	0.060000	95,714.41					
162,385,540	BRAZOSPORT INDEPENDENT SC	159,524,010	0	159,524,010	1.255300	2,002,504.89					

Do NOT Pay From This Notice Total Estimated Tax: \$3,473,947.99

The difference between the 2010 appraised value and the proposed 2015 appraised value is 154.62%. This percentage information is required by Tax Code section 25.19(b-1). The above tax estimates use last year's tax rates for the taxing units shown. The governing body of each unit (school board, county commissioners, and so forth) decides whether property taxes increase. The appraisal district only determines your property's value. The taxing units will set tax rates later this year.

The Texas Legislature does not set the amount of your local taxes. Your property tax burden is decided by your locally elected officials, and all inquiries concerning your taxes should be directed to those officials.

*Your residence homestead is protected from future appraisal value increase in excess of 10% per year from the date of the last appraisal PLUS the value of any new improvements.

** If you are age 65 or older and received the \$10,000 school tax exemption on your home last year from the school listed above, your school taxes for this year will not be higher than when you first received the exemption on your home. If you are disabled and received the \$10,000 school tax exemption on your home last year from the school listed above, your school taxes for this year will not be higher than the 2003 taxes or the first year you received the exemption, whichever is later. If your county, city, or junior college has approved a limitation on your taxes in the preceding year, your county, city, or junior college taxes will not be higher than the first year your county, city, or junior college approved the limitation or the first year you qualified for the limitation. If you improved your property (by adding rooms or buildings, for example) your school, county, city, or junior college ceiling may increase for these improvements. If you are a surviving spouse age 55 or older, you may retain the school, county, city, or junior college tax ceiling.

Enclosed are copies of the following documents published by the Texas Comptroller of Public Accounts: (1) Property Taxpayer Remedies; and (2) Notice of Protest.

If you have any questions or need more information, please contact the appraisal district office at 979-849-7792 or at the address shown above.

Sincerely,

Cheryl Evans
Chief Appraiser
Brazoria County Appraisal District

Enclosures

To appeal, you must file a WRITTEN protest with the ARB before the deadline date:

Deadline for filing a protest: June 25, 2015
Location of Hearings: 500 N CHENANGO ANGLETON TX 77515
ARB will begin hearings: April 28, 2015

THIS IS NOT A BILL

This is NOT a Tax Statement

2013 Notice of Appraised Value

Do Not Pay From This Notice

BRAZORIA COUNTY APPRAISAL DISTRICT
500 N CHENANGO
ANGLETON, TX 77515-4650

Phone: 979-849-7792 Houston: (281) 756-1388 Brazosport: (979) 388-1388
Fax: 979-849-7984

DATE OF NOTICE: May 26, 2015

Account #: 600945
Ownership %: 100.00
GEO ID: POLL-FLNG-001
Legal: POLLUTION CONTROL LOT TCEQ EXEMPT EQUIPMENT
Legal Acres:
Situation: 1500 LAMAR ST QUINTANA,
Agent ID: 544

Property ID: 600945 - POLL-FLNG-001
CUMMINGS & WESTLAKE LP
Agent for: FREEPORT LNG
12637 LOUETTA RD STE 201
CYPRESS, TX 77429-5611

THIS IS NOT A TAX BILL

Dear Property Owner,

We have appraised the property listed above for the tax year 2015. As of January 1, our appraisal is outlined below.

Appraisal Information				Last Year - 2014				Proposed - 2015			
Structure & Improvement Market Value				43,331,780				42,879,810			
Market Value of Non Ag/Timber Land				0				0			
Market Value of Ag/Timber Land				0				0			
Market Value of Personal Property/Minerals				0				0			
Total Market Value				43,331,780				42,879,810			
Productivity Value of Ag/Timber Land				0				0			
Appraised Value * (Possible Homestead Limitations, see asterisk below)				43,331,780				42,879,810			
Homestead Cap Value excluding Non-Homestead Value (i.e. Ag, Commercial)				0				0			
Exemptions (DV - Disabled Vet; DP-Disabled Person; HS-Homestead; OV65-Over 65)											
2014 Taxable Value	Taxing Unit	2015 Proposed Assessed Value	2015 Exemption Amount	2015 Taxable Value	2014 Tax Rate	2015 Estimated Taxes	2015 Freeze Year and Tax Ceiling**				
42,879,810	VELASCO DRAINAGE DISTRICT	42,879,810	0	42,879,810	0.090618	0.00					
42,879,810	BRAZORIA COUNTY	42,879,810	0	42,879,810	0.438500	0.00					
42,879,810	BRAZOSPORT COLLEGE	42,879,810	0	42,879,810	0.280878	0.00					
42,879,810	PORT FREEPORT	42,879,810	0	42,879,810	0.045000	0.00					
42,879,810	ROAD & BRIDGE FUND	42,879,810	0	42,879,810	0.060000	0.00					
42,879,810	BRAZOSPORT INDEPENDENT SC	42,879,810	0	42,879,810	1.255300	0.00					

Do NOT Pay From This Notice Total Estimated Tax: \$0.00

The difference between the 2010 appraised value and the proposed 2015 appraised value is -26.15%. This percentage information is required by Tax Code section 25.19(b-1). The above tax estimates use last year's tax rates for the taxing units shown. The governing body of each unit (school board, county commissioners, and so forth) decides whether property taxes increase. The appraisal district only determines your property's value. The taxing units will set tax rates later this year.

The Texas Legislature does not set the amount of your local taxes. Your property tax burden is decided by your locally elected officials, and all inquiries concerning your taxes should be directed to those officials.

*Your residence homestead is protected from future appraisal value increase in excess of 10% per year from the date of the last appraisal PLUS the value of any new improvements.

** If you are age 65 or older and received the \$10,000 school tax exemption on your home last year from the school listed above, your school taxes for this year will not be higher than when you first received the exemption on your home. If you are disabled and received the \$10,000 school tax exemption on your home last year from the school listed above, your school taxes for this year will not be higher than the 2003 taxes or the first year you received the exemption, whichever is later. If your county, city, or junior college has approved a limitation on your taxes in the preceding year, your county, city, or junior college taxes will not be higher than the first year your county, city, or junior college approved the limitation or the first year you qualified for the limitation. If you improved your property (by adding rooms or buildings, for example) your school, county, city, or junior college ceiling may increase for these improvements. If you are a surviving spouse age 55 or older, you may retain the school, county, city, or junior college tax ceiling.

Enclosed are copies of the following documents published by the Texas Comptroller of Public Accounts: (1) Property Taxpayer Remedies; and (2) Notice of Protest.

If you have any questions or need more information, please contact the appraisal district office at 979-849-7792 or at the address shown above.

Sincerely,

Cheryl Evans
Chief Appraiser
Brazoria County Appraisal District

Enclosures

To appeal, you must file a WRITTEN protest with the ARB before the deadline date:

Deadline for filing a protest: June 25, 2015
Location of Hearings: 500 N CHENANGO ANGLETON TX 77515
ARB will begin hearings: April 28, 2015

THIS IS NOT A BILL

This is NOT a Tax
Statement

2015 Notice of Appraised Value

Do Not Pay From
This Notice

BRAZORIA COUNTY APPRAISAL DISTRICT
500 N CHENANGO
ANGLETON, TX 77515-4650

Phone: 979-849-7792 Houston: (281) 756-1388 Brazosport: (979) 388-1388
Fax: 979-849-7984

DATE OF NOTICE: May 26, 2015

Account #: 594654
Ownership %: 100.00
GEO ID: 8700-6001-000
Legal: 1.1 MILES OF 2006 42" PIPELINE
Acres:
Situs:
Agent ID: 544

THIS IS NOT A TAX BILL

Property ID: 594654 - 8700-6001-000
CUMMINGS & WESTLAKE LP
Agent for: FREEPORT LNG DEVELOPMENT LP
12937 LOUETTA RD STE 201
CYPRESS, TX 77429-5611

Dear Property Owner,

We have appraised the property listed above for the tax year 2015. As of January 1, our appraisal is outlined below.

Appraisal Information				Last Year - 2014				Proposed - 2015			
Structure & Improvement Market Value				0				0			
Market Value of Non Ag/Timber Land				0				0			
Market Value of Ag/Timber Land				0				0			
Market Value of Personal Property/Minerals				1,048,900				1,048,900			
Total Market Value				1,048,900				1,048,900			
Productivity Value of Ag/Timber Land				0				0			
Appraised Value * (Possible Homestead Limitations, see asterisk below)				1,048,900				1,048,900			
Homestead Cap Value excluding Non-Homestead Value (i.e. Ag, Commercial)				0				0			
Exemptions (DV - Disabled Vet, DP-Disabled Person; HS-Homestead; OV65-Over 65)				0				0			
2014 Taxable Value	Taxing Unit	2015 Proposed Assessed Value	2015 Exemption Amount	2015 Taxable Value	2014 Tax Rate	2015 Estimated Taxes	2015 Freeze Year and Tax Ceiling**				
1,048,900	CITY OF OYSTER CREEK	1,048,900	0	1,048,900	0.476394	4,996.89					
1,048,900	VELASCO DRAINAGE DISTRICT	1,048,900	0	1,048,900	0.098018	1,028.11					
1,048,900	BRAZORIA COUNTY	1,048,900	0	1,048,900	0.438500	4,559.43					
1,048,900	BRAZOSPORT COLLEGE	1,048,900	0	1,048,900	0.280878	2,946.13					
1,048,900	PORT FREEPORT	1,048,900	0	1,048,900	0.045000	472.01					
1,048,900	ROAD & BRIDGE FUND	1,048,900	0	1,048,900	0.060000	629.34					
1,048,900	BRAZOSPORT INDEPENDENT SC	1,048,900	0	1,048,900	1.255300	13,166.84					

Do NOT Pay From This Notice Total Estimated Tax: \$27,838.75

The difference between the 2010 appraised value and the proposed 2015 appraised value is 0.00%. This percentage information is required by Tax Code section 25.19(b-1). The above tax estimates use last year's tax rates for the taxing units shown. The governing body of each unit (school board, county commissioners, and so forth) decides whether property taxes increase. The appraisal district only determines your property's value. The taxing units will set tax rates later this year.

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** If you are age 65 or older and received the \$10,000 school tax exemption on your home last year from the school listed above, your school taxes for this year will not be higher than when you first received the exemption on your home. If you are disabled and received the \$10,000 school tax exemption on your home last year from the school listed above, your school taxes for this year will not be higher than the 2003 taxes or the first year you received the exemption, whichever is later. If your county, city, or junior college has approved a limitation on your taxes in the preceding year, your county, city, or junior college taxes will not be higher than the first year your county, city, or junior college approved the limitation or the first year you qualified for the limitation. If you improved your property (by adding rooms or buildings, for example) your school, county, city, or junior college ceiling may increase for these improvements. If you are a surviving spouse age 55 or older, you may retain the school, county, city, or junior college tax ceiling.

Enclosed are copies of the following documents published by the Texas Comptroller of Public Accounts: (1) Property Taxpayer Remedies; and (2) Notice of Protest.

If you have any questions or need more information, please contact the appraisal district office at 979-849-7792 or at the address shown above.

Sincerely,

Cheryl Evans
Chief Appraiser
Brazoria County Appraisal District

Enclosures

To appeal, you must file a WRITTEN protest with the ARB before the deadline date:

Deadline for filing a protest: June 25, 2015
Location of Hearings: 500 N CHENANGO ANGLETON TX 77515
ARB will begin hearings: April 28, 2015

THIS IS NOT A BILL

This is NOT a Tax
Statement

2015 Notice of Appraised Value

Do Not Pay From
This Notice

BRAZORIA COUNTY APPRAISAL DISTRICT
500 N CHENANGO
ANGLETON, TX 77515-4650

Phone: 979-849-7792 Houston: (281) 756-1388 Brazosport: (979) 388-1388
Fax: 979-849-7984

DATE OF NOTICE: May 26, 2015

Account #: 594652
Ownership %: 100.00
GEO ID: 8700-6001-100
Legal: 22 MILES OF 2006 42" PIPELINE
Acres:
Situs:
Agent ID: 544

THIS IS NOT A TAX BILL

Property ID: 594652 - 8700-6001-100
CUMMINGS & WESTLAKE LP
Agent for: FREEPORT LNG DEVELOPMENT LP
12937 LOUETTA RD STE 201
CYPRESS, TX 77429-5611

Dear Property Owner,

We have appraised the property listed above for the tax year 2015. As of January 1, our appraisal is outlined below.

Appraisal Information				Last Year - 2014				Proposed - 2015			
Structure & Improvement Market Value				0				0			
Market Value of Non Ag/Timber Land				0				0			
Market Value of Ag/Timber Land				0				0			
Market Value of Personal Property/Minerals				209,780				209,780			
Total Market Value				209,780				209,780			
Productivity Value of Ag/Timber Land				0				0			
Appraised Value * (Possible Homestead Limitations, see asterisk below)				209,780				209,780			
Homestead Cap Value excluding Non-Homestead Value (i.e. Ag, Commercial)				0				0			
Exemptions (DV - Disabled Vet, DP-Disabled Person; HS-Homestead; OV65-Over 65)				0				0			
2014 Taxable Value	Taxing Unit	2015 Proposed Assessed Value	2015 Exemption Amount	2015 Taxable Value	2014 Tax Rate	2015 Estimated Taxes	2015 Freeze Year and Tax Ceiling**				
209,780	VELASCO DRAINAGE DISTRICT	209,780	0	209,780	0.098018	205.63					
209,780	BRAZORIA COUNTY	209,780	0	209,780	0.438500	919.89					
209,780	BRAZOSPORT COLLEGE	209,780	0	209,780	0.280878	589.23					
209,780	PORT FREEPORT	209,780	0	209,780	0.045000	94.41					
209,780	ROAD & BRIDGE FUND	209,780	0	209,780	0.060000	125.87					
209,780	BRAZOSPORT INDEPENDENT SC	209,780	0	209,780	1.255300	2,633.37					

Do NOT Pay From This Notice Total Estimated Tax: \$4,568.40

The difference between the 2010 appraised value and the proposed 2015 appraised value is 0.00%. This percentage information is required by Tax Code section 25.19(b-1). The above tax estimates use last year's tax rates for the taxing units shown. The governing body of each unit (school board, county commissioners, and so forth) decides whether property taxes increase. The appraisal district only determines your property's value. The taxing units will set tax rates later this year.

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** If you are age 65 or older and received the \$10,000 school tax exemption on your home last year from the school listed above, your school taxes for this year will not be higher than when you first received the exemption on your home. If you are disabled and received the \$10,000 school tax exemption on your home last year from the school listed above, your school taxes for this year will not be higher than the 2003 taxes or the first year you received the exemption, whichever is later. If your county, city, or junior college has approved a limitation on your taxes in the preceding year, your county, city, or junior college taxes will not be higher than the first year your county, city, or junior college approved the limitation or the first year you qualified for the limitation. If you improved your property (by adding rooms or buildings, for example) your school, county, city, or junior college ceiling may increase for these improvements. If you are a surviving spouse age 55 or older, you may retain the school, county, city, or junior college tax ceiling.

Enclosed are copies of the following documents published by the Texas Comptroller of Public Accounts: (1) Property Taxpayer Remedies; and (2) Notice of Protest.

If you have any questions or need more information, please contact the appraisal district office at 979-849-7792 or at the address shown above.

Sincerely,

Cheryl Evans
Chief Appraiser
Brazoria County Appraisal District

Enclosures

To appeal, you must file a WRITTEN protest with the ARB before the deadline date:

Deadline for filing a protest: June 25, 2015
Location of Hearings: 500 N CHENANGO ANGLETON TX 77515
ARB will begin hearings: April 28, 2015

THIS IS NOT A BILL

This is NOT a Tax
Statement

2013 Notice of Appraised Value

Do Not Pay From
This Notice

BRAZORIA COUNTY APPRAISAL DISTRICT
500 N CHENANGO
ANGLETON, TX 77515-4650

Phone: 979-849-7792 Houston: (281) 756-1388 Brazosport: (979) 388-1388
Fax: 979-849-7984

DATE OF NOTICE: May 26, 2015

Account #: 594649
Ownership %: 100.00
GEO ID: 8700-6001-200
Legal: 1.98 MILES OF 2006 42" PIPELINE
Legal Acres:
Situs:
Agent ID: 544

THIS IS NOT A TAX BILL

Property ID: 594649 - 8700-6001-200
CUMMINGS & WESTLAKE LP
Agent for: FREEPORT LNG DEVELOPMENT LP
12837 LOUETTA RD STE 201
CYPRESS, TX 77429-5611

Dear Property Owner,

We have appraised the property listed above for the tax year 2015. As of January 1, our appraisal is outlined below.

Appraisal Information				Last Year - 2014		Proposed - 2015	
Structure & Improvement Market Value				0		0	
Market Value of Non Ag/Timber Land				0		0	
Market Value of Ag/Timber Land				0		0	
Market Value of Personal Property/Minerals				1,888,020		1,888,020	
Total Market Value				1,888,020		1,888,020	
Productivity Value of Ag/Timber Land				0		0	
Appraised Value * (Possible Homestead Limitations, see asterisk below)				1,888,020		1,888,020	
Homestead Cap Value excluding Non-Homestead Value (i.e. Ag, Commercial)				0		0	
Exemptions (DV - Disabled Vet; DP - Disabled Person; HS - Homestead; OV65 - Over 65)				0		0	
2014 Taxable Value	Taxing Unit	2015 Proposed Assessed Value	2015 Exemption Amount	2015 Taxable Value	2014 Tax Rate	2015 Estimated Taxes	2015 Freeze Year and Tax Ceiling**
1,888,020	CITY OF FREEPORT	1,888,020	0	1,888,020	0.875586	12,755.20	
1,888,020	VELASCO DRAINAGE DISTRICT	1,888,020	0	1,888,020	0.096019	1,850.60	
1,888,020	BRAZORIA COUNTY	1,888,020	0	1,888,020	0.438500	8,278.97	
1,888,020	BRAZOSPORT COLLEGE	1,888,020	0	1,888,020	0.280878	5,303.04	
1,888,020	PORT FREEPORT	1,888,020	0	1,888,020	0.045000	849.61	
1,888,020	ROAD & BRIDGE FUND	1,888,020	0	1,888,020	0.060000	1,132.91	
1,888,020	BRAZOSPORT INDEPENDENT SC	1,888,020	0	1,888,020	1.255300	23,700.32	

Do NOT Pay From This Notice Total Estimated Tax: \$53,870.55

The difference between the 2010 appraised value and the proposed 2015 appraised value is 0.00%. This percentage information is required by Tax Code section 25.19(b-1). The above tax estimates use last year's tax rates for the taxing units shown. The governing body of each unit (school board, county commissioners, and so forth) decides whether property taxes increase. The appraisal district only determines your property's value. The taxing units will set tax rates later this year.

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*Your residence homestead is protected from future appraisal value increase in excess of 10% per year from the date of the last appraisal PLUS the value of any new improvements.

** If you are age 65 or older and received the \$10,000 school tax exemption on your home last year from the school listed above, your school taxes for this year will not be higher than when you first received the exemption on your home. If you are disabled and received the \$10,000 school tax exemption on your home last year from the school listed above, your school taxes for this year will not be higher than the 2003 taxes or the first year you received the exemption, whichever is later. If your county, city, or junior college has approved a limitation on your taxes in the preceding year, your county, city, or junior college taxes will not be higher than the first year your county, city, or junior college approved the limitation or the first year you qualified for the limitation. If you improved your property (by adding rooms or buildings, for example) your school, county, city, or junior college ceiling may increase for these improvements. If you are a surviving spouse age 55 or older, you may retain the school, county, city, or junior college tax ceiling.

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If you have any questions or need more information, please contact the appraisal district office at 979-849-7792 or at the address shown above.

Sincerely,

Cheryl Evans
Chief Appraiser
Brazoria County Appraisal District

Enclosures

To appeal, you must file a WRITTEN protest with the ARB before the deadline date:

Deadline for filing a protest: June 25, 2015
Location of Hearings: 500 N CHENANGO ANGLETON TX 77515
ARB will begin hearings: April 28, 2015

THIS IS NOT A BILL

This is NOT a Tax
Statement

2013 Notice of Appraised Value

Do Not Pay From
This Notice

BRAZORIA COUNTY APPRAISAL DISTRICT
500 N CHENANGO
ANGLETON, TX 77515-4650

Phone: 979-849-7792 Houston: (281) 756-1388 Brazosport: (979) 388-1388
Fax: 979-849-7984

DATE OF NOTICE: May 26, 2015

Account #: 594646
Ownership %: 100.00
GEO ID: 8700-6001-400
Legal: 6.16 MILES OF 2006 42" PIPELINE
Legal Acres:
Situs:
Agent ID: 544

THIS IS NOT A TAX BILL

Property ID: 594646 - 8700-6001-400
CUMMINGS & WESTLAKE LP
Agent for: FREEPORT LNG DEVELOPMENT LP
12837 LOUETTA RD STE 201
CYPRESS, TX 77429-5611

Dear Property Owner,

We have appraised the property listed above for the tax year 2015. As of January 1, our appraisal is outlined below.

Appraisal Information				Last Year - 2014		Proposed - 2015	
Structure & Improvement Market Value				0		0	
Market Value of Non Ag/Timber Land				0		0	
Market Value of Ag/Timber Land				0		0	
Market Value of Personal Property/Minerals				5,873,830		5,873,830	
Total Market Value				5,873,830		5,873,830	
Productivity Value of Ag/Timber Land				0		0	
Appraised Value * (Possible Homestead Limitations, see asterisk below)				5,873,830		5,873,830	
Homestead Cap Value excluding Non-Homestead Value (i.e. Ag, Commercial)				0		0	
Exemptions (DV - Disabled Vet; DP - Disabled Person; HS - Homestead; OV65 - Over 65)				0		0	
2014 Taxable Value	Taxing Unit	2015 Proposed Assessed Value	2015 Exemption Amount	2015 Taxable Value	2014 Tax Rate	2015 Estimated Taxes	2015 Freeze Year and Tax Ceiling**
5,873,830	VELASCO DRAINAGE DISTRICT	5,873,830	0	5,873,830	0.098018	5,757.41	
5,873,830	BRAZORIA COUNTY	5,873,830	0	5,873,830	0.438500	25,756.74	
5,873,830	BRAZOSPORT COLLEGE	5,873,830	0	5,873,830	0.280878	16,458.29	
5,873,830	PORT FREEPORT	5,873,830	0	5,873,830	0.045000	2,643.92	
5,873,830	ROAD & BRIDGE FUND	5,873,830	0	5,873,830	0.060000	3,524.30	
5,873,830	BRAZOSPORT INDEPENDENT SC	5,873,830	0	5,873,830	1.255300	73,734.19	

Do NOT Pay From This Notice Total Estimated Tax: \$127,914.15

The difference between the 2010 appraised value and the proposed 2015 appraised value is 0.00%. This percentage information is required by Tax Code section 25.19(b-1). The above tax estimates use last year's tax rates for the taxing units shown. The governing body of each unit (school board, county commissioners, and so forth) decides whether property taxes increase. The appraisal district only determines your property's value. The taxing units will set tax rates later this year.

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*Your residence homestead is protected from future appraisal value increase in excess of 10% per year from the date of the last appraisal PLUS the value of any new improvements.

** If you are age 65 or older and received the \$10,000 school tax exemption on your home last year from the school listed above, your school taxes for this year will not be higher than when you first received the exemption on your home. If you are disabled and received the \$10,000 school tax exemption on your home last year from the school listed above, your school taxes for this year will not be higher than the 2003 taxes or the first year you received the exemption, whichever is later. If your county, city, or junior college has approved a limitation on your taxes in the preceding year, your county, city, or junior college taxes will not be higher than the first year your county, city, or junior college approved the limitation or the first year you qualified for the limitation. If you improved your property (by adding rooms or buildings, for example) your school, county, city, or junior college ceiling may increase for these improvements. If you are a surviving spouse age 55 or older, you may retain the school, county, city, or junior college tax ceiling.

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If you have any questions or need more information, please contact the appraisal district office at 979-849-7792 or at the address shown above.

Sincerely,

Cheryl Evans
Chief Appraiser
Brazoria County Appraisal District

Enclosures

To appeal, you must file a WRITTEN protest with the ARB before the deadline date:

Deadline for filing a protest: June 25, 2015
Location of Hearings: 500 N CHENANGO ANGLETON TX 77515
ARB will begin hearings: April 28, 2015

THIS IS NOT A BILL

This is NOT a Tax Statement

2015 Notice of Appraised Value

Do Not Pay From This Notice

BRAZORIA COUNTY APPRAISAL DISTRICT
500 N CHENANGO
ANGLETON, TX 77515-4650

Phone: 979-849-7792 Houston: (281) 756-1388 Brazosport: (979) 388-1388
Fax: 979-849-7984

DATE OF NOTICE: May 26, 2015

Account #: 594644
Ownership %: 100.00
GEO ID: 8700-6001-500
Legal: 1.54 MILES OF 2006 42" PIPELINE
Legal Acres:
Situation:
Agent ID: 544

Property ID: 594644 - 8700-6001-500
CUMMINGS & WESTLAKE LP
Agent for: FREEPORT LNG DEVELOPMENT LP
12837 LOUETTA RD STE 201
CYPRESS, TX 77429-5811

THIS IS NOT A TAX BILL

Dear Property Owner,

We have appraised the property listed above for the tax year 2015. As of January 1, our appraisal is outlined below.

Appraisal Information				Last Year - 2014				Proposed - 2015			
Structure & Improvement Market Value				0				0			
Market Value of Non Ag/Timber Land				0				0			
Market Value of Ag/Timber Land				0				0			
Market Value of Personal Property/Minerals				1,468,460				1,468,460			
Total Market Value				1,468,460				1,468,460			
Productivity Value of Ag/Timber Land				0				0			
Appraised Value * (Possible Homestead Limitations, see asterisk below)				1,468,460				1,468,460			
Homestead Cap Value excluding Non-Homesite Value (i.e. Ag, Commercial)				0				0			
Exemptions (DV - Disabled Vet, DP-Disabled Person, HS-Homestead, OV65-Over 65)				0				0			
2014 Taxable Value	Taxing Unit	2015 Proposed Assessed Value	2015 Exemption Amount	2015 Taxable Value	2014 Tax Rate	2015 Estimated Taxes	2015 Freeze Year and Tax Ceiling**				
1,468,460	ANGLETON DRAINAGE DISTRICT	1,468,460	0	1,468,460	0.176597	2,593.26					
1,468,460	BRAZORIA COUNTY	1,468,460	0	1,468,460	0.438500	6,439.20					
1,468,460	ANGLETON-DANBURY HOSPITAL	1,468,460	0	1,468,460	0.346854	5,093.41					
1,468,460	PORT FREEPORT	1,468,460	0	1,468,460	0.045000	660.81					
1,468,460	ROAD & BRIDGE FUND	1,468,460	0	1,468,460	0.060000	881.08					
1,468,460	ANGLETON INDEPENDENT SCHO	1,468,460	0	1,468,460	1.455200	21,369.03					

Do NOT Pay From This Notice Total Estimated Tax: \$37,036.79

The difference between the 2010 appraised value and the proposed 2015 appraised value is 0.00%. This percentage information is required by Tax Code section 25.19(b)-(1). The above tax estimates use last year's tax rates for the taxing units shown. The governing body of each unit (school board, county commissioners, and so forth) decides whether property taxes increase. The appraisal district only determines your property's value. The taxing units will set tax rates later this year.

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** If you are age 65 or older and received the \$10,000 school tax exemption on your home last year from the school listed above, your school taxes for this year will not be higher than when you first received the exemption on your home. If you are disabled and received the \$10,000 school tax exemption on your home last year from the school listed above, your school taxes for this year will not be higher than the 2003 taxes or the first year you received the exemption, whichever is later. If your county, city, or junior college has approved a limitation on your taxes in the preceding year, your county, city, or junior college taxes will not be higher than the first year your county, city, or junior college approved the limitation or the first year you qualified for the limitation. If you improved your property (by adding rooms or buildings, for example) your school, county, city, or junior college ceiling may increase for these improvements. If you are a surviving spouse age 55 or older, you may retain the school, county, city, or junior college tax ceiling.

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If you have any questions or need more information, please contact the appraisal district office at 979-849-7792 or at the address shown above.

Sincerely,

Cheryl Evans
Chief Appraiser
Brazoria County Appraisal District

Enclosures

To appeal, you must file a WRITTEN protest with the ARB before the deadline date:

Deadline for filing a protest: June 25, 2015
Location of Hearings: 500 N CHENANGO ANGLETON TX 77515
ARB will begin hearings: April 28, 2015

THIS IS NOT A BILL

This is NOT a Tax Statement

2015 Notice of Appraised Value

Do Not Pay From This Notice

BRAZORIA COUNTY APPRAISAL DISTRICT
500 N CHENANGO
ANGLETON, TX 77515-4650

Phone: 979-849-7792 Houston: (281) 756-1388 Brazosport: (979) 388-1388
Fax: 979-849-7984

DATE OF NOTICE: May 26, 2015

Account #: 638013
Ownership %: 100.00
GEO ID: 8800-0450-100
Legal: INDUSTRIAL IMPROVEMENTS LOT NATURAL STORAGE FACILITY
Legal Acres:
Situation: 5805 FM 523 FREEPORT, TX
Agent ID: 544

Property ID: 638013 - 8800-0450-100
CUMMINGS & WESTLAKE LP
Agent for: FREEPORT LNG DEVELOPMENT LP
12837 LOUETTA RD STE 201
CYPRESS, TX 77429-5811

THIS IS NOT A TAX BILL

Dear Property Owner,

We have appraised the property listed above for the tax year 2015. As of January 1, our appraisal is outlined below.

Appraisal Information				Last Year - 2014				Proposed - 2015			
Structure & Improvement Market Value				15,418,060				15,271,180			
Market Value of Non Ag/Timber Land				0				0			
Market Value of Ag/Timber Land				0				0			
Market Value of Personal Property/Minerals				0				0			
Total Market Value				15,418,060				15,271,180			
Productivity Value of Ag/Timber Land				0				0			
Appraised Value * (Possible Homestead Limitations, see asterisk below)				15,418,060				15,271,180			
Homestead Cap Value excluding Non-Homesite Value (i.e. Ag, Commercial)				0				0			
Exemptions (DV - Disabled Vet, DP-Disabled Person, HS-Homestead, OV65-Over 65)				0				0			
2014 Taxable Value	Taxing Unit	2015 Proposed Assessed Value	2015 Exemption Amount	2015 Taxable Value	2014 Tax Rate	2015 Estimated Taxes	2015 Freeze Year and Tax Ceiling**				
15,418,060	VELASCO DRAINAGE DISTRICT	15,271,180	0	15,271,180	0.090018	14,968.50					
15,418,060	BRAZORIA COUNTY	15,271,180	0	15,271,180	0.438500	66,964.13					
15,418,060	BRAZOSPORT COLLEGE	15,271,180	0	15,271,180	0.280878	42,693.38					
15,418,060	PORT FREEPORT	15,271,180	0	15,271,180	0.045000	6,872.03					
15,418,060	ROAD & BRIDGE FUND	15,271,180	0	15,271,180	0.060000	9,162.71					
15,418,060	BRAZOSPORT INDEPENDENT SC	15,271,180	0	15,271,180	1.255300	191,699.12					

Do NOT Pay From This Notice Total Estimated Tax: \$332,559.87

The above tax estimates use last year's tax rates for the taxing units shown. The governing body of each unit (school board, county commissioners, and so forth) decides whether property taxes increase. The appraisal district only determines your property's value. The taxing units will set tax rates later this year.

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If you have any questions or need more information, please contact the appraisal district office at 979-849-7792 or at the address shown above.

Sincerely,

Cheryl Evans
Chief Appraiser
Brazoria County Appraisal District

Enclosures

To appeal, you must file a WRITTEN protest with the ARB before the deadline date:

Deadline for filing a protest: June 25, 2015
Location of Hearings: 500 N CHENANGO ANGLETON TX 77515
ARB will begin hearings: April 28, 2015

THIS IS NOT A BILL

This is NOT a Tax
Statement

2015 Notice of Appraised Value

Do Not Pay From
This Notice

BRAZORIA COUNTY APPRAISAL DISTRICT
500 N CHENANGO
ANGLETON, TX 77515-4650

Phone: 979-849-7792 Houston: (281) 756-1388 Brazosport: (979) 388-1388
Fax: 979-849-7984

DATE OF NOTICE: May 26, 2015

Account #: 655273
Ownership %: 100.00
GEO ID: ABAT-FLNG-003
Legal: TAX ABATEMENT LOT VARIOUS TRACTS - IMPS ONLY
(2015-2024)
Legal Acres:
Situated:
Owner ID: 1024284

THIS IS NOT A TAX BILL



Property ID: 655273 - ABAT-FLNG-003
FREEPORT LNG DEVELOPMENT LP
% PROPERTY TAX DEPT
333 CLAY ST STE 5050
HOUSTON, TX 77002-4101

Dear Property Owner,

We have appraised the property listed above for the tax year 2015. As of January 1, our appraisal is outlined below.

Appraisal Information				Last Year - 2014				Proposed - 2015			
Structure & Improvement Market Value											
Market Value of Non Ag/Timber Land								100,000			
Market Value of Ag/Timber Land								0			
Market Value of Personal Property/Minerals								0			
Total Market Value								100,000			
Productivity Value of Ag/Timber Land								0			
Appraised Value * (Possible Homestead Limitations, see asterisk below)								100,000			
Homestead Cap Value excluding Non-Homesite Value (i.e. Ag, Commercial)								0			
Exemptions (DV - Disabled Vet; DP-Disabled Person; HS-Homestead; OV65-Over 65)								AB			
2014 Taxable Value	Taxing Unit	2015 Proposed Assessed Value	2015 Exemption Amount	2015 Taxable Value	2014 Tax Rate	2015 Estimated Taxes	2015 FreezeYear and Tax Ceiling**				
0	VELASCO DRAINAGE DISTRICT	100,000	100,000	0	0.099018	0.00					
0	BRAZORIA COUNTY	100,000	100,000	0	0.439500	0.00					
0	BRASPORT COLLEGE	100,000	100,000	0	0.280878	0.00					
0	PORT FREEPORT	100,000	100,000	0	0.045000	0.00					
0	ROAD & BRIDGE FUND	100,000	100,000	0	0.060000	0.00					
0	BRASPORT INDEPENDENT SC	100,000	0	100,000	1.255300	1,255.30					

Do NOT Pay From This Notice Total Estimated Tax: \$1,255.30

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Sincerely,

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Brazoria County Appraisal District

Enclosures

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Statement

2015 Notice of Appraised Value

Do Not Pay From
This Notice

BRAZORIA COUNTY APPRAISAL DISTRICT
500 N CHENANGO
ANGLETON, TX 77515-4650

Phone: 979-849-7792 Houston: (281) 756-1388 Brazosport: (979) 388-1388
Fax: 979-849-7984

DATE OF NOTICE: May 26, 2015

Account #: 657639
Ownership %: 100.00
GEO ID: ABAT-FLNG-103
Legal: TAX ABATEMENT LOT IMPROVEMENT ONLY
(2015-2024)
Legal Acres:
Situated:
Owner ID: 1024284

THIS IS NOT A TAX BILL



2770 1 AT 0.416*****AUTO**3-DIGIT 770 J0G 2 FT 14
Property ID: 657639 - ABAT-FLNG-103
FREEPORT LNG DEVELOPMENT LP
% PROPERTY TAX DEPT
333 CLAY ST STE 5050
HOUSTON TX 77002-4101

Dear Property Owner,

We have appraised the property listed above for the tax year 2015. As of January 1, our appraisal is outlined below.

Appraisal Information				Last Year - 2014				Proposed - 2015			
Structure & Improvement Market Value											
Market Value of Non Ag/Timber Land								100,000			
Market Value of Ag/Timber Land								0			
Market Value of Personal Property/Minerals								0			
Total Market Value								100,000			
Productivity Value of Ag/Timber Land								0			
Appraised Value * (Possible Homestead Limitations, see asterisk below)								100,000			
Homestead Cap Value excluding Non-Homesite Value (i.e. Ag, Commercial)								0			
Exemptions (DV - Disabled Vet; DP-Disabled Person; HS-Homestead; OV65-Over 65)								AB			
2014 Taxable Value	Taxing Unit	2015 Proposed Assessed Value	2015 Exemption Amount	2015 Taxable Value	2014 Tax Rate	2015 Estimated Taxes	2015 FreezeYear and Tax Ceiling**				
0	VELASCO DRAINAGE DISTRICT	100,000	100,000	0	0.099018	0.00					
0	BRAZORIA COUNTY	100,000	100,000	0	0.439500	0.00					
0	ANGELTON-DANFORTH HOSPITAL	100,000	0	100,000	0.346854	34.68					
0	PORT FREEPORT	100,000	100,000	0	0.045000	0.00					
0	ROAD & BRIDGE FUND	100,000	100,000	0	0.060000	0.00					
0	ANGLETON INDEPENDENT SCH	100,000	0	100,000	1.455200	1,455.20					

Do NOT Pay From This Notice Total Estimated Tax: \$1,802.05

The above tax estimates use last year's tax rates for the taxing units shown. The governing body of each unit (school board, county commissioners, and so forth) decides whether property taxes increase. The appraisal district only determines your property's value. The taxing units will set tax rates later this year.

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THIS IS NOT A BILL

Freeport LNG Development, L.P.
Chapter 313 Application to Brazosport ISD
Cummings Westlake, LLC

TAB 11

Maps that clearly show:

- a) Project vicinity
- b) Qualified investment including location of new building or new improvements
- c) Qualified property including location of new building or new improvements
- d) Existing property
- e) Land location within vicinity map
- f) Reinvestment or Enterprise Zone within vicinity map, showing the actual or proposed boundaries and size

Please see the attached maps.



TAB TO APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED
 PROPERTY BY FREEPORT LNG DEVELOPMENT, L.P. TO BRAZOSPORT ISD

Freeport LNG Development, L.P.
Chapter 313 Application to Brazosport ISD
Cummings Westlake, LLC

TAB 12

Request for Waiver of Job Creation Requirement and supporting information (if applicable)

Not applicable. There is no job waiver request.

TAB TO APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED
PROPERTY BY FREEPORT LNG DEVELOPMENT, L.P. TO BRAZOSPORT ISD

Freeport LNG Development, L.P.
Chapter 313 Application to Brazosport ISD
Cummings Westlake, LLC

TAB 13

Calculation of three possible wage requirements with TWC documentation

- Brazoria County average weekly wage for all jobs (all industries)
- Brazoria County average weekly wage for all jobs (manufacturing)
- See attached Council of Governments Regional Wage Calculation and Documentation

TAB TO APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED
PROPERTY BY FREEPORT LNG DEVELOPMENT, L.P. TO BRAZOSPORT ISD

**FREEPORT LNG DEVELOPMENT L.P.
TAB 13 TO CHAPTER 313 APPLICATION**

**BRAZORIA COUNTY
CHAPTER 313 WAGE CALCULATION - ALL JOBS - ALL INDUSTRIES**

QUARTER	YEAR	AVG WEEKLY WAGES*	ANNUALIZED
FIRST	2015	\$ 1,135	\$ 59,020
SECOND	2014	\$ 999	\$ 51,948
THIRD	2014	\$ 1,002	\$ 52,104
FOURTH	2014	\$ 1,101	\$ 57,252
AVERAGE		\$ 1,059	\$ 55,081

**BRAZORIA COUNTY
CHAPTER 313 WAGE CALCULATION - MANUFACTURING JOBS**

QUARTER	YEAR	AVG WEEKLY WAGES*	ANNUALIZED
FIRST	2015	\$ 2,399	\$ 124,748
SECOND	2014	\$ 1,891	\$ 98,332
THIRD	2014	\$ 1,842	\$ 95,784
FOURTH	2014	\$ 1,947	\$ 101,244
AVERAGE		\$ 2,020	\$ 105,027
X		110%	110%
		\$ 2,222	\$ 115,530

CHAPTER 313 WAGE CALCULATION - REGIONAL WAGE RATE

YEAR	AVG WEEKLY WAGES*	ANNUALIZED
Houston-Galveston 2014	\$ 1,049	\$ 54,524
X	110%	110%
	\$ 1,153	\$ 59,976

* SEE ATTACHED TWC DOCUMENTATION

TAB 13

Quarterly Employment and Wages (QCEW)

[Back](#)

Page 1 of 1 (40 results/page)

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2015	1st Qtr	Brazoria County	Private	00	0	10	Total, All Industries	\$1,135
2014	2nd Qtr	Brazoria County	Private	00	0	10	Total, All Industries	\$999
2014	3rd Qtr	Brazoria County	Private	00	0	10	Total, All Industries	\$1,002
2014	4th Qtr	Brazoria County	Private	00	0	10	Total, All Industries	\$1,101

Quarterly Employment and Wages (QCEW)

[Back](#)

Page 1 of 1 (40 results/page)

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2015	1st Qtr	Brazoria County	Private	31	2	31-33	Manufacturing	\$2,399
2014	2nd Qtr	Brazoria County	Private	31	2	31-33	Manufacturing	\$1,891
2014	3rd Qtr	Brazoria County	Private	31	2	31-33	Manufacturing	\$1,842
2014	4th Qtr	Brazoria County	Private	31	2	31-33	Manufacturing	\$1,947

2014 Manufacturing Average Wages by Council of Government Region
Wages for All Occupations

COG	Wages	
	Hourly	Annual
Texas	\$24.18	\$50,305
1. Panhandle Regional Planning Commission	\$21.07	\$43,821
2. South Plains Association of Governments	\$16.75	\$34,834
3. NORTEX Regional Planning Commission	\$20.23	\$42,077
4. North Central Texas Council of Governments	\$25.32	\$52,672
5. Ark-Tex Council of Governments	\$17.80	\$37,017
6. East Texas Council of Governments	\$19.87	\$41,332
7. West Central Texas Council of Governments	\$19.41	\$40,365
8. Rio Grande Council of Governments	\$17.82	\$37,063
9. Permian Basin Regional Planning Commission	\$23.65	\$49,196
10. Concho Valley Council of Governments	\$18.70	\$38,886
11. Heart of Texas Council of Governments	\$20.98	\$43,636
12. Capital Area Council of Governments	\$28.34	\$58,937
13. Brazos Valley Council of Governments	\$17.57	\$36,547
14. Deep East Texas Council of Governments	\$17.76	\$36,939
15. South East Texas Regional Planning Commission	\$29.21	\$60,754
16. Houston-Galveston Area Council	\$26.21	\$54,524
17. Golden Crescent Regional Planning Commission	\$23.31	\$48,487
18. Alamo Area Council of Governments	\$19.46	\$40,477
19. South Texas Development Council	\$13.91	\$28,923
20. Coastal Bend Council of Governments	\$25.12	\$52,240
21. Lower Rio Grande Valley Development Council	\$16.25	\$33,808
22. Texoma Council of Governments	\$20.51	\$42,668
23. Central Texas Council of Governments	\$18.02	\$37,486
24. Middle Rio Grande Development Council	\$20.02	\$41,646

110% x \$54,524
= \$59,976

Source: Texas Occupational Employment and Wages

Data published: July 2015

Data published annually, next update will be July 31, 2016

Note: Data is not supported by the Bureau of Labor Statistics (BLS).

Wage data is produced from Texas OES data, and is not to be compared to BLS estimates.

Data intended for TAC 313 purposes only.

Table with 6 main columns: Value Limitation Period, Year, Estimated Market Value at End of Year, Estimated Total Market Value of Qualified Property, and Estimated Taxable Value. It includes sections for 'Continue to maintain viable presence' and 'Additional years for 25 year economic impact as required by 313.026(c)(1)'.

Date 8/11/2015
Applicant Name Freoport LNG Development, L.P. and its affiliates
Schedule A: Total Investment for Economic Impact (Including Qualified Property and other Investments)

Table with 6 columns: Year, Total Investment from Schedule A, Estimated Market Value at End of Year, Estimated Total Market Value of Qualified Property, and Estimated Taxable Value. It includes a 'Total Investment made through In-lieu' section.

* All investments made through the qualifying time period are included and included on Schedule A (Blue box) and incorporated into the schedule in the first row.
** Only investments made through the qualifying time period are included and included on Schedule A (Blue box) and incorporated into the schedule in the first row.
*** If your qualifying time period is less than 25 years, you must include the value of the investment made during the qualifying time period in year 1 and year 2 of the value in-lieu period, depending on the average. Only include investments made during the qualifying time period.

Date
Applicant Name
ISD Name

8/11/2015
Freeport LNG Development, L.P. and its affiliates
Brazosport ISD

Schedule D: Other Incentives (Estimated)

Form 50-286A
Revised May 2014

State and Local Incentives for which the Applicant Intends to apply (Estimated)					
Incentive Description	Taxing Entity (as applicable)	Beginning Year of Benefit	Duration of Benefit	Annual Tax Levy without Incentive	Annual Incentive
Tax Code Chapter 311	County: N/A City: N/A Other: N/A	N/A	N/A	N/A	N/A
Tax Code Chapter 312	County: Brazos County City: N/A Other: Brazosport College Other: Velasco Drainage District Other: Port Freeport	2017	10 Years	Annual Avg. of \$5,287,638	N/A
Local Government Code Chapters 380/381	County: N/A City: N/A Other: N/A	N/A	N/A	N/A	N/A
Freeport Exemptions	N/A	N/A	N/A	N/A	N/A
Non-Annexation Agreements	N/A	N/A	N/A	N/A	N/A
Enterprise Zonaproject	N/A	N/A	N/A	N/A	N/A
Economic Development Corporation	N/A	N/A	N/A	N/A	N/A
Texas Enterprise Fund	N/A	N/A	N/A	N/A	N/A
Employee Recruitment	N/A	N/A	N/A	N/A	N/A
Skills Development Fund	N/A	N/A	N/A	N/A	N/A
Training Facility Space and Equipment	N/A	N/A	N/A	N/A	N/A
Infrastructure Incentives	N/A	N/A	N/A	N/A	N/A
Permitting Assistance	N/A	N/A	N/A	N/A	N/A
Other:	N/A	N/A	N/A	N/A	N/A
Other:	N/A	N/A	N/A	N/A	N/A
Other:	N/A	N/A	N/A	N/A	N/A
Other:	N/A	N/A	N/A	N/A	N/A
TOTAL				0.753,944	0

Additional information on incentives for this project:

County Terms:	Freeport LNG Development, LP expects to apply for an abatement structured as follows: 100% abatement for 10 years
College Terms:	Freeport LNG Development, LP expects to apply for an abatement structured as follows: 100% abatement for 10 years
Drainage Terms:	Freeport LNG Development, LP expects to apply for an abatement structured as follows: 100% abatement for 10 years
Port Terms:	Freeport LNG Development, LP expects to apply for an abatement structured as follows: 100% abatement for 10 years

Date
Applicant Name
ISD Name

8/11/2016
Freeport LNG Development, L.P. and its affiliates
Brazosport ISD

Schedule C: Employment Information

Form 50-286A
Revised May 2014

	Year	School Year (XXXX-YYYY)	Tax Year (XXXX-YYYY)	Construction		Non-Qualifying Jobs		Qualifying Jobs	
				Column A	Column B	Column C	Column D	Column E	Column F
Each year prior to start of Value Limitation Period Have an employee at minimum 1	0	2018-2019	2019	160 FTE	62,800	0	0	0	0
		2019-2020	2019	650 FTE	62,800	0	0	0	0
Value Limitation Period The qualifying period ends on the last day of the calendar year		2020-2021	2020	1200 FTE	62,000	0	0	0	0
	1	2021-2022	2021	400 FTE	62,000	0	0	0	0
	2	2022-2023	2022	N/A	N/A	39	10	60,000	60,000
	3	2023-2024	2023	N/A	N/A	45	10	60,000	60,000
	4	2024-2025	2024	N/A	N/A	45	10	60,000	60,000
	5	2025-2026	2025	N/A	N/A	45	10	60,000	60,000
	6	2026-2027	2026	N/A	N/A	45	10	60,000	60,000
	7	2027-2028	2027	N/A	N/A	45	10	60,000	60,000
	8	2028-2029	2028	N/A	N/A	45	10	60,000	60,000
	9	2029-2030	2029	N/A	N/A	45	10	60,000	60,000
	10	2030-2031	2030	N/A	N/A	45	10	60,000	60,000
Years Following Value Limitation Period	11 through 25	2031-2046	2031-2044	N/A	N/A	45	10	60,000	60,000

Notes: See TAC 8.1061 for definition of non-qualifying jobs.
Only include jobs on the project site in this section.

Are the cumulative number of qualifying jobs listed in column D less than the number of qualifying jobs required by statute? (25)
If yes, answer the following two questions:
C1a. Will the applicant request a job waiver, as provided under 313.02254-17?
C1b. Will the applicant avail itself of the provision in 313.0213(X)?

Yes ☐ No ☒
Yes ☐ No ☒
Yes ☐ No ☒
Yes ☐ No ☒

Freeport LNG Development, L.P.
Chapter 313 Application to Brazosport ISD
Cummings Westlake, LLC

TAB 15

Economic Impact Analysis, other payments made in the state or other economic information (if applicable)

None.

TAB TO APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED
PROPERTY BY FREEPORT LNG DEVELOPMENT, L.P. TO BRAZOSPORT ISD

Freeport LNG Development, L.P.
Chapter 313 Application to Brazosport ISD
Cummings Westlake, LLC

TAB 16

Description of Reinvestment Zone or Enterprise Zone, including:

- a) Evidence that the area qualifies as an enterprise zone as defined by the Governor's office
- b) Legal description of reinvestment zone*
- c) Order, resolution, or ordinance established the reinvestment zone*
- d) Guidelines and criteria for creating the zone*

16(a) – Not applicable

16(b) – See tab 9, includes the legal descriptions of land delineating Freeport LNG Development, L.P. Reinvestment Zone No. 2, which was established on September 28, 2010, and Freeport LNG Development, L.P. Reinvestment Zone No. 3, which was established on July 24, 2012.

Note: Freeport LNG Development, L.P. Reinvestment Zone No. 2 expires October 27, 2015 and will be renewed prior to CPA certificate. The renewal is anticipated to take place by November 9th, 2015.

16(c) – Attached

16(d) – Attached

TAB TO APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED
PROPERTY BY FREEPORT LNG DEVELOPMENT, L.P. TO BRAZOSPORT ISD

Order Creating Reinvestment Zone #2
(16C)

Date: 9/28/2010

THE SPECIAL COMMISSIONERS COURT SESSION OF BRAZORIA COUNTY, TEXAS

ORDER NO. VIII.B.1.c.

RE: Freeport LNG Development, LP Tax Abatement application: Order granting Tax Abatement

That the application for tax abatement of Freeport LNG Development, LP attached hereto be granted in accordance with the Guidelines and Criteria for Granting Tax Abatement in a Reinvestment Zone created in Brazoria County for a term of seven (7) years, and at 100% abatement of eligible properties;

It is further determined that the abatement period would better benefit the County and the Applicant by deferring the commencement date effective January 1, 2012;

It is further that the County Judge is authorized to execute a tax abatement with Freeport LNG Development, LP in accordance with the same guidelines and criteria.

Order Creating Reinvestment Zone #3
(16C)

Date: 7/24/2012

THE SPECIAL COMMISSIONERS COURT SESSION OF BRAZORIA COUNTY, TEXAS

ORDER NO. VII.B.2.c.

RE: Designation of Freeport LNG Development LP Reinvestment Zone No. 3

Whereas, a request has been received by Brazoria County for the Designation of Freeport LNG Development LP Reinvestment Zone No. 3 which is more particularly identified in the attached Exhibit "A" and incorporated herein by reference; and

Whereas, a public hearing was held on the Designation of Freeport LNG Development LP Reinvestment Zone No. 3 and the public was given an opportunity to speak and present evidence for or against such designation; and

Whereas, notice of the hearing was given in the manner as provided by law;

Therefore, based upon the information presented to the Court and the public hearing, the Court finds that the designation of this zone would contribute to the retention or expansion of primary employment or would attract major investment in the zone that would be a benefit to the property included in the zone and would contribute to the economic development of the County.

(16D)

GUIDELINES AND CRITERIA FOR GRANTING TAX ABATEMENT IN A REINVESTMENT ZONE CREATED IN BRAZORIA COUNTY

WHEREAS, the creation, retention and diversification of job opportunities that bring new wealth are among the highest civic priority; and

WHEREAS, the purpose of tax abatement is to provide an incentive offered by the tax-payers, i.e. citizens of Brazoria County, to attract investments, that lead to better quality of life and better services. The wealth created by these enterprises leads to more service and retail businesses, which in addition to improving quality of life, increases the tax base. In summary, by giving incentive in terms of tax abatement, the citizens agree to give up short term tax benefits, for long term benefits; and

WHEREAS, new jobs, investment and industrial diversification will benefit the area economy, provide needed opportunities, strengthen the real estate market and generate tax revenue to support local services; and

WHEREAS, the communities within Brazoria County must compete with other localities across the nation currently offering tax inducements to attract new plant and modernization projects; and

WHEREAS, any tax incentives offered in Brazoria County would reduce needed tax revenue unless strictly limited in application to those new and existing industries that bring new wealth to the community; and

WHEREAS, the abatement of property taxes, when offered to attract capital investment and primary jobs in industries which bring in money from outside a community instead of merely recirculating dollars within a community, has been shown to be an effective method of enhancing and diversifying an area of economy; and

WHEREAS, Texas law requires any eligible taxing jurisdiction to establish Guidelines and Criteria as to eligibility for tax abatement agreements prior to granting of any future tax abatement, and said Guidelines and Criteria to be unchanged for a two year period unless amended by a three-quarters vote;

Now, therefore, be it resolved that Brazoria County does hereby adopt these Guidelines and Criteria for granting tax abatement in reinvestment zones in Brazoria County.

DEFINITIONS Section 1

- (a) "**Abatement**" means the full or partial exemption from ad valorem taxes on certain property in a reinvestment zone designated by Brazoria County for economic development purposes.
- (b) "**Abatement Period**" means the period during which all or a portion of the value of real property or tangible personal property that is the subject of a tax abatement agreement is exempt from taxation.
- (c) "**Abated Facility Site**" (or "proposed abated facility site") means the tract(s) or area of land underlying the proposed improvements to be abated.
- (d) "**Agreement**" means a contractual agreement between a property owner and/or lessee and Brazoria County for the purpose of tax abatement.

- (e) "**Base year value**" means the assessed value of eligible property January 1 preceding the execution of the agreement plus the agreed upon value of eligible property improvements made after January 1 but before the execution of the agreement.
- (f) "**Brazoria County Vendor and Services**" means a company that employs Brazoria County residents and pays Brazoria County taxes.
- (g) "**Deferred maintenance**" means the improvements necessary for continued operations which do not improve productivity or alter the process technology.
- (h) "**Distribution Center Facility**" means buildings and structures, including machinery and equipment, used or to be used primarily to receive, store, service, or distribute goods or materials owned by the facility operator where seventy percent (70%) of the goods or services are distributed outside of Brazoria County.
- (i) "**Economic Development**" means participation in or support of an organized program or entity which for the purpose of its mission, engages in activities designed to encourage employment opportunities development/commercial and manufacturing business/industry to locate and/or expand in Brazoria County, thus expanding and diversifying the tax base as well as increasing the economic strength and stability of Brazoria County.
- (j) "**Eligible jurisdiction**" means Brazoria County and any municipality or other local taxing jurisdictions eligible to abate taxes according to Texas law, the majority of which is located in Brazoria County that levies ad valorem taxes upon and provides services to reinvestment zone designated by Brazoria County.
- (k) "**Employee**" for the purposes of the economic qualifications of Section 2(h)(2) of these Guidelines and Criteria shall include all persons directly employed by the owner of the planned improvement at the abated facility site/reinvestment zone together with any independent contractor or employee of independent contractors employed on a full-time (40 hours per week equivalent) basis at the facility site/reinvestment zone continuously for the duration of the abatement agreement.
- (l) "**Existing facility**" is the facility described in Section 2 (a) that will be expanded or modernized and which contains the proposed improvements to be abated. A manufacturing or processing unit or units of a larger plant complex that separately comprise a manufacturing or production sub-unit of the larger plant shall be considered the existing facility for purposes of the Section 2 (h) (2) employment retention requirement (that the planned improvements cause the retention or prevention of loss of employment of 10 employees or 50% of the employees of the existing facility, whichever is greater). For example, if an existing facility has 100 employees, an expansion or modernization of all or part of that facility must result in the retention of at least 50 employees employed at or in connection with the expanded or modernized "existing facility" in order for the facility improvements to qualify for abatement.
- (m) "**Expansion**" means the addition of buildings, structures, machinery or equipment for purposes of increasing production capacity.
- (n) "**Facility**" means property improvements completed or in the process of construction which together comprise an integral whole.

- (o) "Manufacturing Facility" means buildings and structures, including machinery and equipment, the primary purpose of which is or will be the manufacture of tangible goods or materials or the processing of such goods or materials by physical or chemical change.
- (p) "Modernization" means the replacement and upgrading of existing facilities which increases the productive input or output, updates the technology or substantially lowers the unit cost of the operation. Modernization may result from the construction, alteration or installation of buildings, structures, fixed machinery or equipment. It shall not be for the purpose of reconditioning, refurbishing, or repairing.
- (q) "New Facility" means a property previously undeveloped which is placed into service by means other than or in conjunction with expansion or modernization.
- (r) "Other Basic Industry" means buildings and structures including fixed machinery and equipment not elsewhere described, used or to be used for the production of products or services which serve a market primarily outside Brazoria County.
- (s) "Productive Life" means the number of years a property improvement is expected to be in service. After a cessation of production, the productive life of property improvements may be deemed to end, at County's election, on the date of cessation of production either upon (1) a determination by the County that it is unlikely the improvement(s) will be reactivated as an integral part of a producing facility, and/or (2) the expiration of eighteen (18) continuous or non-consecutive months of non-production in any twenty-four (24) month period following the date the property improvement(s) cease to be in active service as part of a facility operating in a producing capacity. Upon cessation of production and for calculation of the recapture amount of taxes, the "productive life" will be determined to begin on the effective date of the tax abatement as set forth in the Agreement.
- (t) "Qualified Vendors and Services" means those vendors and services that meet the company's individual stated requirements, which can include but are not limited to: safety, financial condition, environmental record, quality or ability to perform.
- (u) "Regional Entertainment Facility" means buildings and structures, including machinery and equipment, used or to be used to provide entertainment through the admission of the general public where seventy percent (70%) of users reside at least 50 miles from its location in Brazoria County.
- (v) "Research Facility" means buildings and structures, including machinery and equipment, used or to be used primarily for research or experimentation to improve or develop new tangible goods or materials or to improve or develop the production processes thereto.
- (w) "Regional Service Facility" means buildings and structures, including machinery and equipment, used or to be used to service goods where seventy percent (70%) of the goods being serviced originate outside of Brazoria County.
- (x) "Tangible personal property" means tangible personal property classified as such under state law, but excludes inventory and/or supplies, ineligible property as defined herein, and tangible personal property that was located in the investment zone at any time before the period covered by the agreement with the County.

ABATEMENT AUTHORIZED Section 2

- (a) Authorized Facility. A facility may be eligible for abatement if it is a: Manufacturing Facility, Research Facility, Distribution Center or Regional Service Facility, Regional Entertainment Facility, Other Basic Industry, or a facility that Commissioners Court determines would enhance job creation and the economic future of Brazoria County.
- (b) Creation of New Value. Abatement may only be granted for the additional value of eligible property improvements made subsequent to and specified in an abatement agreement between Brazoria County and the real property owner, tangible personal property owner, leasehold interest, and/or lessee, subject to such limitations as Brazoria County may require.
- (c) New and Existing Facilities. Abatement may be granted for new facilities and improvements to existing facilities for purposes of modernization or expansion.
- (d) Eligible Property. Abatement may be extended to the value of buildings, structures, tangible personal property as defined in the Tax Code including fixed machinery and equipment, site improvements and related fixed improvements necessary to the operation and administration of the facility.

Tangible Personal Property: Abatement may be granted with the owner of tangible personal property located on real property in a reinvestment zone to exempt from taxation (1) all or a portion of the value of the real property, (2) all or a portion of the value of the tangible personal property located on the real property, or (3) all or a portion of the value of both.

An abatement may be granted with the owner of tangible personal property or an improvement located on tax-exempt real property that is located in a designated reinvestment zone to exempt all or a portion of the value of the tangible personal property or improvement located on the real property.

- (e) Ineligible Property. The following type of property shall be fully taxable and ineligible for tax abatement: land, existing improvements, tangible personal property that the Brazoria County Appraisal District classifies as inventory or supplies, tools, furnishings, and other forms of movable personal property; vehicles, watercraft, aircraft, housing, convalescent homes, assisted living homes/centers, hotel accommodations, retail facilities, deferred maintenance investments, property to be rented or leased except as provided in Section 2(f), tangible personal property located in the reinvestment zone prior to the effective date of the tax abatement agreement, property already subject to real or personal property tax(es) moved from one location in Brazoria County to the reinvestment zone, real property with a productive life of less than 10 years, property owned or used by the State of Texas or its political subdivisions or by any organizations owned, operated or directed by a political subdivision of the State of Texas, or any other property for which abatement is not allowed by State law.
- (f) Leased Facilities. Leasehold Interest: Abatement may be granted with the owner of a leasehold interest in tax-exempt real property located in a reinvestment zone designated to exempt all or a portion of the value of the leasehold interest in the real property.

Lessee Interest: Abatement may be granted with a lessee of taxable real property located in a reinvestment zone to exempt from taxation (1) all or a portion of the value of the fixtures, improvements, or other real property owned by the lessee and located on the property that is subject to the lease, (2) all or a portion of the value of tangible personal property owned by the lessee and located

on the real property that is the subject of the lease, or (3) all or a portion of the value of both the fixtures, improvements, or other real property and the tangible personal property defined herein.

Leasehold Interest/Lessee shall be required to submit with its application a copy of the executed lease agreement between lessor/lessee demonstrating a minimum lease term double the abatement term granted.

- (g) Value and Term of Abatement. Abatement shall be granted effective with the January 1 valuation date immediately following the date of the Commissioners Court Order granting the abatement and approving the abatement application. Commissioners Court shall consider the percent of value and the term of the abatement based upon the overall value of the project and the number of new jobs being created. The term of abatement may be up to 10 years or one-half (1/2) of the productive life of the improvement, whichever is less. The "productive life" will be calculated from the effective date of the tax abatement and the date the equipment ceased to be in service. The abatement may be extended through an initial agreement and a subsequent agreement may be required to comply with state law regarding the term of the reinvestment zone.

If it is determined that the abatement period would better benefit the County and the Applicant by deferring the commencement date beyond the January 1 following the Commissioners Court Order granting the abatement and approving the abatement application, the County may defer the commencement date of the abatement period to a future date certain. The deferral of the commencement date will not allow the duration of the abatement period to extend beyond ten (10) years. However, in no event shall the abatement begin later than the January 1 following the commencement of construction.

If a modernization project includes facility replacement, the abated value shall be the value of the new unit(s) less the value of the old unit(s).

New eligible properties must be in active service and operation as part of a facility operating in a producing capacity for a period equal to double the abatement period (*i.e.* seven year abatement, then in producing capacity for 14 years) in order to receive the full term of the abatement granted and not be subject to the term reduction and recapture/payment obligation provisions.

- (h) Economic Qualification. In order to be eligible for designation as a reinvestment zone and to qualify for tax abatement the planned improvement:
- (1) must be reasonably expected to increase and must actually increase the value of the property in the amount of \$1 million or more;
 - (2) must create employment for at least 10 people on a full-time (40 hours per week equivalent) basis in Brazoria County for the duration of the abatement period at the abated facility site described in the tax abatement application; or alternatively, must retain and prevent the loss of employment of 10 employees or fifty percent (50%) of the existing number of employees, at the time of application, employed at or in connection with the existing facility containing the abated facility site described in the tax abatement application, whichever is greater, for the duration of the abatement period. The following is applicable to the employment retention/preventing loss of employment requirement:

a. "Existing facility" is the facility described in Section 2 (a) that will be expanded or modernized and which contains the proposed improvements to be abated. A manufacturing or processing unit or units of a larger plant complex that separately comprise a manufacturing or production sub-unit of the larger plant shall be considered the existing facility for purposes of the Section 2(h)(2) employment retention requirement (that the planned improvements cause the retention or prevention of loss of employment of 10 employees or 50% of the employees of the existing facility, whichever is greater). For example, if a large plant complex has a sub-unit that produces chlorine and 100 employees are employed at or in connection with that unit, an expansion or modernization of all or part of that facility must result in the retention of at least 50 employees employed at or in connection with the expanded or modernized "existing facility" in order for the facility improvements to qualify for abatement.

b. Employees of a larger plant unit transferred or assigned to and employed at or in connection with a new sub-unit containing the planned improvements, constructed on undeveloped land constituting the proposed abated facility site/reinvestment zone shall be considered "created" employment for purposes of this sub-section.

The proposed number of employees to be employed at the abated facility as stated in the abatement application for the property that is the subject of the tax abatement agreement (including the projected creation or retention of employment) must be maintained for the duration of the abatement period at the abated facility site. For purposes of this sub-section, in order for a planned improvement to be considered as preventing the loss of employment or retaining employment, the abated facility/project must be necessary in order to retain or keep employment at levels as indicated in the application and in order to retain the proposed number of employees at the abated facility as indicated in the application. The owner/Applicant seeking to qualify on the basis of retention or preventing loss of employment must provide a detailed statement as an attachment to its application affirmatively representing compliance with this sub-section and explaining the necessity of this project to prevent loss of employment. Any variance from the requirements of this sub-section is subject to approval of Commissioners Court in accordance with the variance section of these Guidelines & Criteria.

- (3) must be not expected to solely or primarily have the effect of transferring employment from one part of the county to another part of the county. A variance may be requested relative to this provision which approval shall be at the sole discretion of the County.
 - (4) must be necessary because capacity cannot be provided efficiently utilizing existing improved property;
- Additionally, the owner of the project:
- (5) must provide for and pay, at the time of filing an application for tax abatement, a non-refundable application fee of \$1,000. A part of the application fee will be dedicated by Brazoria County to economic development programs authorized by Local Government Code, Section 381.004.
 - (6) must file a plan statement with application demonstrating willingness and planned efforts to use qualified Brazoria County union and/or nonunion vendors and services where applicable in the

construction and operations of the facility. Brazoria County vendors and services must be competitive with non-county union and/or nonunion vendors and services regarding price, quality, safety, availability and ability perform. It is preferred that applicant seek qualified workers who are United States citizens and veterans and also legal residents prior to seeking workers from other countries.

- (7) will annually, for the term of the abatement, contribute .000207 of the value reported in "Part IV Section F" of the abatement application (estimated value of abated improvements at the conclusion of the abatement period). Air carriers receiving abatement will contribute an amount equal to .000207 of the estimated value of the personal property of the air carrier indicated in its Application. Each project will contribute no more than \$25,000.00 for projects \$500 million or less in capital investment and no more than \$50,000 for project greater than \$500 million in capital investment nor less than 2,000 annually to be used specifically to fund economic development in Brazoria County as authorized by Local Government Code, Section 381.004. The annual contribution shall be paid to Brazoria County through the County Auditor's Office on or before January 1 of each year of the tax abatement contract term.
- (8) must not file with the Brazoria County Appraisal District a valuation or taxpayer protest or notice of protest pursuant to the Texas Property Tax Code during the abatement period legally protesting the valuation of the abated improvements of a manufacturing facility pursuant to an appraisal method that produces a valuation of improvements based on each improvement's value as a separate item of personal property rather than the improvements' value as integral fixtures of a producing manufacturing facility. An owner's legal protest of the improvements' value pursuant to the Texas Property Tax Code must be based on and use accepted appraisal methods and techniques allowed by law (Texas Property Tax Code) and uniform standards of professional appraisal practice. The filing of a valuation protest or notice of protest contrary to this standard shall cause the tax abatement agreement to be subject to termination and recapture of all previously abated taxes.
- (9) must not be a defendant in any litigation by the County seeking recovery or recapture of previously abated taxes.
- (i) Taxability. From the execution of the abatement contract to the end of the agreement period, taxes shall be payable as follows:
 - (1) The value of ineligible property as provided in Section 2(e) shall be fully taxable;
 - (2) the base year value of existing eligible property as determined each year shall be fully taxable; and
 - (3) the additional value of new eligible property shall be taxable in the manner described in Section 2(g).

APPLICATION Section 3

- (a) The Application for tax abatement may be obtained from the County Judge's Office or on the Brazoria County website at www.brazoria-county.com. Applicant may contact the Judge's Office at (979) 864-1200 or (281) 756-1200.
- (b) Any present or potential owner of taxable property in Brazoria County may request the creation of a reinvestment zone and tax abatement by filing a tax abatement application with Brazoria County. The application shall be filed with the County Judge by providing twelve (12) copies or an electronic version and five (5) copies. The additional copies provided will be furnished to each member of Commissioners Court and the Tax Abatement Review Committee (TARC). After filing the application, the Applicant shall provide an economic impact analysis report, in a format comparable to the Texas Governor's economic impact analysis report, to the County Judge's Office prior to the TARC meeting on the Applicant's tax abatement application.
- (c) The application shall consist of a completed application form accompanied by: a general description of the proposed use and the general nature and extent of the modernization, expansion or new improvements which will be a part of the facility; a map and property description; a time schedule for undertaking and completing the planned improvements. In the case of modernizing, a statement of the assessed value of the facility, separately stated for real and personal property, shall be given for the tax year immediately preceding the application. The application form shall require such financial and other information as Brazoria County deems appropriate for evaluating the financial capacity and other factors of the Applicant. Applicant should not submit confidential information as part of the application. If doing so cannot be avoided, a general description in non-confidential terms should be included on the application, along with a sealed document containing the confidential information as an attachment and clearly marked "CONFIDENTIAL".
- (d) Upon receipt of a completed application, the County Judge shall notify in writing the presiding officer of the legislative body of each eligible jurisdiction. Before acting upon the application, Brazoria County Commissioners' Court shall hold a public hearing at which interested parties shall be entitled to speak and present written materials for or against the approval of the tax abatement. The public hearing shall also afford the Applicant and the designated representative of any eligible jurisdiction opportunity to show cause why the abatement should or should not be granted. Notice of the public hearing shall be clearly identified on a Brazoria County notice to be posted at least 30 days prior to the hearing.
- (e) After receipt of an application for creation of a reinvestment zone and application for abatement, the Tax Abatement Review Committee (TARC) shall prepare a feasibility study setting out the impact of the proposed reinvestment zone and tax abatement. The feasibility study shall include, but not be limited to, an estimate of the economic effect of the creation of the zone and the abatement of taxes and the benefit to the eligible jurisdiction and the property to be included in the zone. The economic impact analysis report provided by the Applicant shall be attached to the feasibility study and included as part of the feasibility study report.
- (f) If upon written request for a legal opinion or interpretation from the Commissioners' Court or its members, the legal counsel for Brazoria County determines that the application does not appear to comply with the written language of the Guidelines and Criteria, a public hearing on said application if already set, shall be postponed for a period of at least thirty days from the scheduled date of public hearing to allow time for further review by the Commissioners' Court or any duly appointed review

committee, or if an initial setting has not been made, the hearing on such application shall be set on the Commissioners' Court agenda no sooner than sixty (60) days from the time the Court enters an order to set the public hearing date.

The Applicant shall file a supplement or addendum to its application to show cause why the application should be approved and shall present reasons at the public hearing on the same.

Provided that any final decision or interpretation as to the intent and meaning or policy of any provision or its written language; any final decision as to whether or not an application complies or does not comply with the guidelines and criteria; and any final decision as to whether to grant or deny tax abatement shall be made by the Commissioners' Court at its sole discretion.

- (g) Brazoria County shall not establish a reinvestment zone for the purpose of abatement if it finds that the request for the abatement was filed after the commencement of construction, alteration, or installation of improvements related to a proposed modernization, expansion or new facility.
- (h) Variance. Requests for variance from the provisions of Subsections (a) (b) (e) (g), (h) (1), (h) (2) and/or (h) (3) of Section 2 may be made in written form to the County Judge with a copy forwarded to the TARC. Such requests shall include a complete description of the circumstances explaining why the Applicant should be granted a variance. Approval of a request requires a four-fifths (4/5) vote of the Commissioners Court.
- (i) Special Variance: Air Carriers. A special variance from all applicable provisions of these guidelines and criteria, with the exception of Section 2 (h) (5) and (h) (7) may be granted allowing abatement or partial abatement of ad valorem taxes on the personal property of a certificated or non-certificated air carrier that owns or leases taxable real property in Brazoria County provided that the personal property has a value of at least \$10,000,000. Approval of a request for this variance requires a three-fourth (3/4) vote of the Commissioners Court.

PUBLIC HEARING Section 4

- (a) Neither a reinvestment zone nor abatement agreement shall be authorized if it is determined that:
 - (1) there would be a substantial adverse affect on the provision of government service or tax base;
 - (2) the Applicant has insufficient financial capacity;
 - (3) planned or potential use of the property would constitute hazard to public safety, health or morals; or,
 - (4) violation of other codes or laws.

AGREEMENT Section 5

- (a) After approval, Brazoria County Commissioners' Court shall formally pass a resolution and execute an agreement with the Applicant as required which shall include:

- (1) estimated value to be abated and the base year value;
 - (2) percent of value to be abated each year as provided in Section 2(g);
 - (3) the commencement date and the termination date of abatement;
 - (4) the proposed use of the facility; nature of construction, time schedule, map, property description and improvement list as provided in Application, Sections II and III;
 - (5) contractual obligations in the event of default, violation of terms or conditions, delinquent taxes, recapture, administration and assignment as provided in Sections 2(a), 2(f), 2(g), 2(h) 6, 7, and 8;
 - (6) size of investment and average number of jobs involved for the period of abatement; and
 - (7) provision that Applicant shall annually furnish information necessary for Brazoria County's evaluation of Applicant's compliance with the terms and conditions of the tax abatement agreement and these guidelines and criteria (in the form of an annual report/statement of compliance), together with an additional provision that Brazoria County may, at its election, request and obtain information from Applicant as is necessary for the County's evaluation of Applicant's compliance with the terms and conditions of the tax abatement agreement and these guidelines and criteria. See Attachment A.
 - (8) provision that, upon expiration of the tax abatement agreement, Applicant shall begin annually reporting the status of the abated improvements regarding active service and operation as part of a facility operating in a producing capacity. Reporting will be for the same amount of years as the tax abatement period (*i.e.* seven year abatement, then follow-up reporting for seven more years). See Attachment B.
- (b) Such agreement shall be executed within sixty (60) days after the Applicant has forwarded all necessary information and documentation to Brazoria County.

RECAPTURE Section 6

- (a) In the event the facility contemplated herein is completed and begins producing product or service, but the company fails to maintain the level of employment (including the projected creation or retention of employment) stated in the abatement application for the property that is the subject of the abatement agreement, the county may elect to: (1) Declare a default and terminate the abatement agreement without recapturing prior years' abated taxes; (2) Declare a default, terminate the agreement and order a recapture of all or part of the previous years' abated taxes; or (3) Set specific terms and conditions for the continuation of the abatement exemption for the duration of the term of the agreement under its present terms or alter the amount of the abatement for the remaining term of the agreement.
- (b) Should Brazoria County determine that the company or individual is in default according to the terms and conditions of its agreement, Brazoria County shall notify the company or individual in writing at the address stated in the agreement and if such is not cured within sixty (60) days from the date of such notice ("Cure Period"), then the agreement may be terminated.

- (c) In the event that the company or individual (1) allows its ad valorem taxes owed the County to become delinquent and fails to timely and properly follow the legal procedures for their protest and/or contest, or (2) violates any of the terms and conditions of the abatement agreement and fails to cure during the Cure Period, the agreement then may be terminated and all taxes previously abated by virtue of the agreement will be recaptured and paid within sixty (60) days of the termination.
- (d) Failure to provide any requested statement or information pursuant to the provisions described in Section 5(a)(7) without just cause within sixty (60) days of the request for the information or the presentation of any false or misleading statement may, at the County's option, be construed as a default by the company or individual and cause for immediate termination of the tax abatement agreement and recapture of all previously abated taxes, if after written notice of default, the company or individual has not cured such default prior to the expiration of thirty (30) days from such written notice. The Cure Period provisions of sub-sections (b) and (c) above are not applicable to a default and termination under this paragraph.

ADMINISTRATION Section 7

- (a) The Chief Appraiser of the County shall annually determine an assessment of the real and personal property comprising the reinvestment zone. Each year, the company or individual receiving abatement shall furnish the assessor with such information as may be necessary for the abatement. Once value has been established, the Chief Appraiser shall notify the eligible jurisdictions which levy taxes on the amount of the assessment.
- (b) The agreement shall stipulate that TARC of Brazoria County will have access to the reinvestment zone during the term of the abatement to inspect the facility to determine if the terms and conditions of the agreement are being met. All inspections will be made only after the giving of twenty-four (24) hours prior notice and will only be conducted in such a manner as to not unreasonably interfere with the construction and/or operation of the facility. All inspections will be made with one or more representatives of the company or individual and in accordance with their safety standards.

- (c) Tax Abatement Review Committee:

The Commissioners' Court shall appoint a standing Tax Abatement Review Committee (TARC) for purposes of (i) reviewing the tax abatement application and preparing the feasibility study report required by Section 3(d) of these guidelines; (ii) conducting annual inspections and/or evaluations of the abated facilities to insure compliance with the terms/conditions of the tax abatement agreement.

- (d) The Tax Abatement Review Committee shall be comprised of, but not limited to, a representative appointed by each Commissioners' Court member. The County Auditor, County Treasurer, District Attorney representative, and County Tax Assessor Collector shall serve as ex-officio members of the Committee to advise on abatement qualifications and procedures. The County Judge and the Commissioner of the Precinct in which a proposed abated facility will be located will serve on the Committee during the period when the Committee is preparing the feasibility study report and conducting the annual inspection and/or evaluation of the facility.
- (e) Upon completion of construction, the owner of an abated facility must submit a written report/statement of compliance annually during the life of the abatement to the Brazoria County Commissioners' Court

and the Tax Abatement Review Committee clearly detailing the status of the facility and how it is complying with the abatement guidelines. The Committee shall annually evaluate each abated facility and report possible violations to the contract and agreement to the Brazoria County Commissioners' Court. A form of annual report that may be used by the owner is attached as Attachment A to these Guidelines & Criteria, and the owner's annual report shall, at a minimum, contain the information shown in the Attachment A form.

- (f) Upon expiration of the Tax Abatement term, the owner of the abated improvements must submit a written report/statement of compliance annually, beginning January 1 after the expiration of the tax abatement term, documenting that the abated improvements remain in active service and operation as part of a facility operating in a producing capacity for an additional period equal to the abatement period granted and completed (*i.e.* seven year abatement, then in producing capacity for an additional 7 years after expiration of the tax abatement agreement) in order to receive the full term of the abatement granted and not be subject to the term reduction and recapture/payment obligation provisions. The Report shall be delivered to the County Judge. The Committee shall annually evaluate each abated facility and report possible violations to the contract and agreement to the Brazoria County Commissioners' Court. A form of annual report that may be used by the owner is attached as Attachment B to these Guidelines & Criteria, and the owner's annual report shall, at a minimum, contain the information shown in the Attachment B form.
- (g) The County shall timely file with the Texas Department of Commerce and the Property Tax Division of the State Comptroller's office all information required by the Tax Code.

ASSIGNMENT Section 8

Abatement may be transferred and assigned by the holder to a new owner or lessee of the same facility upon the approval by resolution of Brazoria County subject to the financial capacity of the assignee and provided that all conditions and obligations in the abatement agreement are guaranteed by the execution of a new contractual agreement with Brazoria County. No assignment or transfer shall be approved if the new parties to the existing agreement, the new owner or new lessee are liable to Brazoria County or any eligible jurisdiction for delinquent taxes or other obligations. Approval shall not be unreasonably withheld.

PROVISIONS REGARDING CITY-INITIATED ABATEMENTS Section 9

- (a) This section is applicable to tax abatement applications for property located in a reinvestment zone designated by a city and applications by Applicants who have previously entered into a tax abatement agreement with a city regarding that property.
- (b) All provisions of these Guidelines & Criteria are applicable to city-initiated reinvestment zones and abated areas within a city's territorial limits unless otherwise stated herein or provided by law.
- (c) An Applicant shall file a tax abatement application on the County's application form together with all attachments and statements described in the application instructions and in subsection (d) herein below.
- (d) Upon receipt of a tax abatement application applicable to property within a city-designated reinvestment zone subject to a city's tax abatement agreement, the application shall be reviewed for approval as to (a)

correct application form, (b) represented compliance with economic value estimates and employment criteria of Section 2(h) of the Guidelines & Criteria, (c) legal description requirements, (d) attachment of a correct copy of the city's ordinance designating the area as a reinvestment zone and granting abatement and (e) attachment of a correct copy of the fully executed tax abatement agreement between the city and the Applicant.

- (e) After review (and subject to approval of the matters in (d) above), the public hearing on the tax abatement shall be scheduled at the Commissioners Court meeting that next follows the one at which the Order Setting Hearing Date is entered, unless otherwise ordered by Commissioners Court. If there are any compliance problems with the application (including any problems to be resolved or amendments to the application to be made prior to the public hearing), the County Judge and Precinct Commissioners shall be advised of these compliance problems/matters to be resolved in a memo from the Civil Division-District Attorney's Office transmitting the Order Setting Hearing Date. No hearing shall be set on any application that fails to attach both the ordinance designating reinvestment zone and the copy of the fully executed tax abatement agreement between the city and the Applicant, or which is deficient as to application form or legal description. In such case the Applicant shall be informed of the necessity of attaching those documents or making necessary corrections, and there will be no further processing of the application until the same are received.
- (f) The notice provisions of Section 3 (c) are not applicable to an application under this section.
- (g) The percentage of property value abated and the term of abatement shall be the same as that stated in the city's tax abatement agreement unless otherwise specifically ordered in the Commissioners Court order granting abatement.

SUNSET PROVISION Section 10

- (a) These Guidelines and Criteria are effective upon the date of their adoption and will remain in force for two years, at which time all reinvestment zones and tax abatement contracts created pursuant to its provisions will be reviewed by Brazoria County to determine whether the goals have been achieved. Based on that review, the Guidelines and Criteria will be modified, renewed or eliminated, provided that such actions shall not affect existing contracts or applications for tax abatement filed prior to the expiration of said Guidelines and Criteria. Applications for abatement filed prior to the expiration of the Guidelines and Criteria shall be governed by the provisions of these Guidelines and Criteria regardless of any subsequent modification or amendment.
- (b) This policy is mutually exclusive of existing Industrial District Contracts and owners of real property in areas deserving of special attention as agreed by the eligible jurisdictions.
- (c) These guidelines and policies for Tax Abatement shall be effective May 31, 2014, and shall remain in force until May 31, 2016, unless amended or superseded, modified, renewed, or eliminated by Commissioners' Court prior to that date.

ATTACHMENT A

(TO THE BRAZORIA COUNTY GUIDELINES & CRITERIA FOR GRANTING TAX
ABATEMENT)

(This form is located at www.brazoria-county.com)

ANNUAL REPORT FORM

ANNUAL REPORT
PURSUANT TO SECTION 5(a)(7) AND 7(e) OF
THE BRAZORIA COUNTY GUIDELINES &
CRITERIA ON TAX ABATEMENT

RE: TAX ABATEMENT AGREEMENT

(Company/Owner Name)

REINVESTMENT ZONE (RZ) NO. _____ (Number of RZ, if applicable)

1. Commencement and/or completion date of the contemplated improvements described in the tax abatement agreement.

Date of commencement of construction: _____

Date of completion all contemplated improvements: _____

2. Number of permanent employees, contract employees and temporary contract employees currently employed by you at the tax abated facility location or construction site as of the date of this Report. (See definitions below).

Permanent Employees: _____

*Permanent Contract Employees _____
(* List contract employees employed on a full-time, 40 hours per week equivalency basis and who are expected to be employed on a full-time basis for the duration of the abatement period. Do not include temporary contract employees.)

**Temporary Contract Employees _____
(**List temporary contract employees who are employed for a temporary period ending prior to expiration of the tax abatement term)

3. Status of construction of the contemplated improvements, percentage of construction completed and Owner's estimate of taxable value of constructed improvements on the date of the Report.

Percentage of construction completed: _____

Estimated value of Improvements: _____
As of _____

4. Status of production of the completed facility and the productive service capacity of the improvements. (only applicable to a completed facility that has previously commenced production)

Is the abated facility currently producing the product or similar product described in the tax abatement agreement? Check One
() Yes or () No

If the answer to the above question is "No", please state the date or time period when production ceased and attach a narrative explanation of the reason for cessation of production as Attachment B. _____

If production at this abated facility is shut down, please state the expected date or time period, if any, at which/during which you expect the facility to resume production operations. If you do not expect to resume production at this abated facility, please state "plant closed" in the blank space. _____

State your estimate of the expected productive life of the abated facility and its improvements as measured from the beginning date of production until the expected permanent cessation of production (or in other words, the total number of years, if any, that you expect the abated facility improvements to be in service as part of the operations of a producing facility, including in your total any previous years of production prior to the date of this report.) _____

5. Include a narrative of your use of Brazoria County vendors and services and attach the same as Attachment A to this Report.

Is the narrative on use of Brazoria County vendors and Services attached? Check One
() Yes or () No

To the best of my knowledge, the above information and estimates are true and correct.

Owner: _____

By: _____

Printed Name: _____

Title/Position _____

Date: _____

ATTACHMENT B

(TO THE BRAZORIA COUNTY GUIDELINES & CRITERIA FOR GRANTING TAX
ABATEMENT)

(This form is located at www.brazoria-county.com)

REPORT FORM After the initial term of the Tax Abatement Agreement

PRODUCTIVE LIFE REPORT TAX ABATEMENT TERM COMPLETED PURSUANT TO SECTION 5(a)(8) AND 7(f) OF THE BRAZORIA COUNTY GUIDELINES & CRITERIA ON TAX ABATEMENT

RE: TAX ABATEMENT AGREEMENT

(Company/Owner Name)

REINVESTMENT ZONE (RZ) NO. _____ (Number of RZ, if applicable)

Effective Date of Tax Abatement: _____

1. Status of production of the completed facility and the productive service capacity of the improvements.

Is the abated facility currently producing the product
or similar product described in the tax abatement agreement? **Check One**
() Yes or () No

If the answer to the above question is "No",
please state the date or time period when production ceased
and attach a narrative explanation of the reason for cessation
of production as Attachment A. _____

If production at this abated facility is
shut down, please state the expected
date or time period, if any, at which/during which
you expect the facility to resume production operations.
If you do not expect to resume production at this
abated facility, please state "plant closed" in
the blank space. _____

State your estimate of the expected
productive life of the abated facility and its improvements as
measured from the beginning date of production until the expected
permanent cessation of production (*or in other words*, the total number
of years, if any, that you expect the abated facility improvements to be
in service as part of the operations of a producing facility, including
in your total any previous years of production prior to the date of this report.) _____

To the best of my knowledge, the above information and estimates are true and correct.

Owner: _____

By: _____

Printed Name: _____

Title/Position _____

Date: _____

Freeport LNG Development, L.P.
Chapter 313 Application to Brazosport ISD
Cummings Westlake, LLC

TAB 17

*Signature and Certification page, signed and dated by Authorized School District
Representative and Authorized Company Representative (applicant)*

TAB TO APPLICATION FOR APPRAISED VALUE LIMITATION ON QUALIFIED
PROPERTY BY FREEPORT LNG DEVELOPMENT, L.P. TO BRAZOSPORT ISD